

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

APPLICATION FOR PERMIT TO DRILL OR DEEPEN

1A. Type of Work: DRILL DEEPEN

B. Type of Well: OIL GAS OTHER: SINGLE ZONE MULTIPLE ZONE

2. Name of Operator: River Gas Corporation Phillips Petro. Co.

3. Address and Telephone Number: 6825 S. 5300 W. P.O. Box 851 Price, Utah 84501 (435) 613-9777

4. Location of Well (Footages)
At Surface: 1527' FSL, 285' FEL
At Proposed Producing Zone: 4370' 766' N
501280' E

5. Lease Designation and Serial Number: Private

6. If Indian, Allottee or Tribe Name: N/A

7. Unit Agreement Name: N/A

8. Farm or Lease Name: Pierucci

9. Well Number: 26-464

10. Field or Pool, or Wildcat: Wildcat Drunkards Wash

11. Qtr/Qtr, Section, Township, Range, Meridian: NE/4 SE/4 Section 26, T15S, R08E, SLB&M

12. County: Carbon 13. State: UTAH

14. Distance in miles and direction from nearest town or post office: 12.3 Miles south-west of Price, Utah

15. Distance to nearest property or lease line (feet): 217' 16. Number of acres in lease: NA 17. Number of acres assigned to this well: 160 acres

18. Distance to nearest well, drilling, completed, or applied for, on this lease (feet): 1900' 19. Proposed Depth: 4000' 20. Rotary or cable tools: Rotary

21. Elevations (show whether DF, RT, GR, etc.): 6885' GR 22. Approximate date work will start: May 2001

PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	GRADE, SIZE OF CASING	WEIGHT PER FOOT	SETTING DEPTH	QUANTITY OF CEMENT
14"	12 3/4"	Conductor	40'	
11"	J-55 8 5/8"	24#/ft	400'	156 sks G+2%CaCl+1/4#/sk floccel
7 7/8"	N-80 5 1/2"	17#/ft	3990'	366 sks 50/50poz8%gel+2%CaCl+10%extender 90 sks "G" thixotropic

DESCRIBE PROPOSED PROGRAM: If proposal is to deepen, give data on present productive zone and proposed new productive zone. If proposal is to drill or deepen directionally, give pertinent data on subsurface locations and measured and true vertical depths. Give blowout preventer program, if any.

ORIGINAL

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Approved by the
Utah Division of
Oil, Gas and Mining

Date: 07-30-01

By: [Signature]

24. Name & Signature: Jean Semborski Jean Semborski Title: Permit Specialist Date: 12/29/00

(This space for state use only)

API Number Assigned: 43-007-30755

Approval:

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DIVISION OF
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Township 15 South

Range 8 East

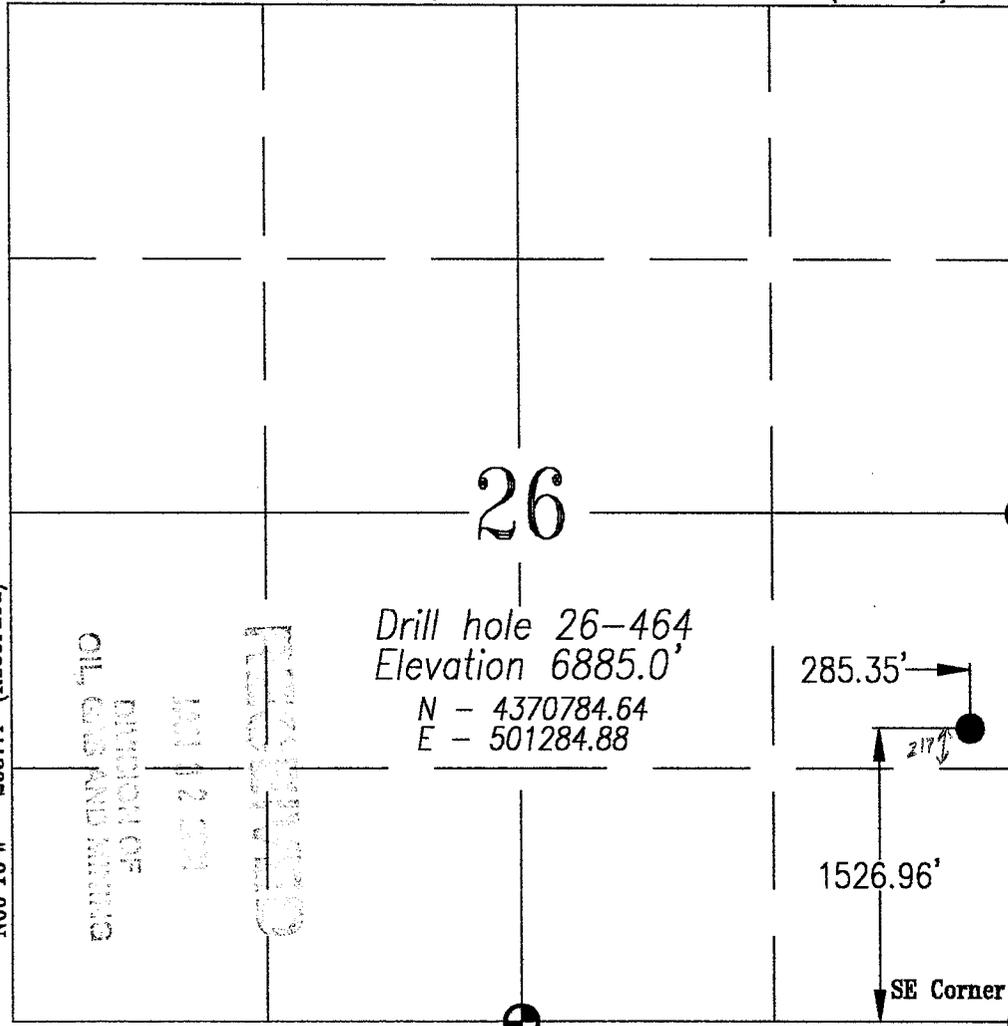
S89°44'W - 2642.0' (Recorded)

S89°42'W - 2640.7' (Recorded)

N00°04'W - 2630.8' (Recorded)

N00°16'W - 2637.4' (Recorded)

N00°13'29"W - 2619.89' (Measured)
N00°13'W - 5239.1' (Recorded)



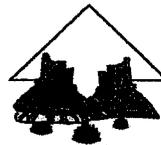
S89°25'W - 2649.9' (Recorded)

S89°25'W - 2639.3' (Recorded)

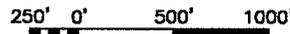
S89°42'56"W - 2638.90' (Measured)

LEGEND:

- Drill Hole Location
- ⊕ Found Section Corner Monumented w/ Brass Cap unless indicated otherwise.
- Section Corner searched for but not found



SCALE:



Location

The Bearings Indicated are per the recorded plat obtained from the U.S. Land Office. The well location was determined using a Trimble 4400 GPS Unit. UTM Coordinates listed are NAD27 based, Zone 12 North and in Meters.

Basis Of Elevation:

Basis of Elevation of 6864' as indicated in the NW Corner of Section 24, Township 15 South, Range 8 East, Salt Lake Base and Meridian, as shown on the Pinnacle Peak Quadrangle 7.5 Minute Series Map.

Description of Well Point

Proposed Drill Hole located in the NE 1/4 SE 1/4 of Section 26; being 1526.96' North and 285.35' West from the SE Corner of Section 26, T15S, R8E, Salt Lake Base & Meridian.

Surveyor's Certificate:

I, John S. Huefner, a Registered Licensed Land Surveyor, holding Certificate #144842, State of Utah, do hereby certify that the information on this drawing is a true and accurate survey of the land, and was conducted under my personal supervision, as shown hereon.



DRAWN BY: P. BOYLEN	
CHECKED BY: J.S.H.	
DATE: 9/27/00	
SCALE: 1"=1000'	
JOB NO. 634	Sources River Gas Corporation Well# 26-464 Section 26, T15S, R8E, S.L.B.&M. Carbon County, Utah
DRAWING NO. A-1	
SHEET 1 OF 4	

3200 South 125 West
 Price, Utah 84501
 (801) 637-9300
 FAX (801) 637-2833



RIVER GAS CORPORATION

UTAH OPERATIONS
6825 South 5300 West
P.O. Box 851
Price, Utah 84501
Bus. (435) 613-9777
FAX (435) 613-9782

December 29, 2000

Mr. John Baza
State of Utah
Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
Salt Lake City, Utah 84114-5801

RE: Application for Permit to Drill-
Pierucci 26-464, NE/4 SE/4 Sec. 26
T. 15S, R. 08E, SLB & M, Carbon County, Utah

Dear Mr. Baza:

Enclosed is the original of the *Application for Permit to Drill* (APD). Included with the APD is the following information:

Exhibit "A" – Survey Plat of the Proposed Well Site

Exhibit "B" – Proposed Location Map with Pipeline, Power and Road Access

Exhibit "C" – Drilling Site Layout

Exhibit "D" – Drilling Information

Exhibit "E" – Multipoint Surface Use Plan

Exhibit "F" – Typical Road Cross-Section

Exhibit "G" – BOP Diagram

Exhibit "H" – Typical Wellhead Manifold

Exhibit "I" – Evidence of Bond

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This proposed well is located less than 660' from the drilling unit boundary. River Gas Corporation is the only "owner" of record for the offset drilling unit in the SW/4 of Section 25, T15S, R08E. Therefore, the requirements for approval of an exception location should be satisfied as required under Utah Administrative Code Rule R649-3-3.

Please accept this letter as River Gas Corporation's written request for confidential treatment of all information contained in and pertaining to this permit application, if said information is eligible for such consideration.

Thank you very much for your timely consideration of this application. Please feel free to contact me if you have any questions.

Sincerely,

Frankie Hathaway
for Sean Semborski
Sean Semborski
Permitting Specialist

Cc: Mr. Eric Jones, BLM, Moab, Utah
Mr. Chuck Snure, Texaco
Ms. Robin Adams, Dominion Resources
Mr. Don Stephens, BLM, Price, Utah
Mr. Greg Mueller, River Gas Corporation, Alabama
Mr. Dave Levanger, Carbon County Planning and Zoning
Mr. Edward Bonner, SITLA
RGC Well File

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EXHIBIT "D"
DRILLING PROGRAM

Attached to Form 3
River Gas Corp.
Pierucci 26-464
NE/4, SE/4, Sec. 26, T15S, R08E, SLB & M
1527' FSL, 285' FEL
Carbon County, Utah

1. The Surface Geologic Formation

Mancos Shale

2. Estimated Tops of Important Geologic Markers

Blue Gate/Ferron 3470'

3. Projected Gas & H2O zones (Ferron Formation)

Coals and sandstones 3480' - 3640'

No groundwater is expected to be encountered.

Casing & cementing will be done to protect potentially productive hydrocarbons, lost circulation zones, abnormal pressure zones, and prospectively valuable mineral deposits. All indications of usable water will be reported.

Surface casing will be tested to 1400 psi.

4. The Proposed Casing and Cementing Programs

<u>HOLE</u> <u>SIZE</u>	<u>SETTING DEPTH</u> <u>(INTERVAL)</u>	<u>SIZE</u> <u>(OD)</u>	<u>WEIGHT, GRADE</u> <u>& JOINT</u>	<u>NEW,</u> <u>USED</u>
14"	40'	12-3/4"	Conductor	New
11"	400'	8-5/8"	24#LT&C	New
7-7/8"	3990'	5-1/2"	17#LT&C	New

Cement Program -Every attempt will be made to bring cement back to surface.

Surface Casing: 156 sks G+2%CaCl+1/4#per sack floccel;15.8#/gal,density, 1.15 cu.ft/sk yield.

Production Casing: 366 sks 50/50 poz 8%gel +2%CaCl+10%extender;12.5#/gal, density, 1.92 cu.ft/sk yield.

90 sks "G" thixotropic, 14.2#/gal density, 1.61 cu.ft/sk yield

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The following shall be entered in the driller's log:

- 1) Blowout preventer pressure tests, including test pressures and results;
- 2) Blowout preventer tests for proper functioning;
- 3) Blowout prevention drills conducted;
- 4) Casing run, including size, grade, weight, and depth set;
- 5) How the pipe was cemented, including amount of cement, type, whether cement circulated, location of the cementing tools, etc.;
- 6) Waiting on cement time for each casing string;
- 7) Casing pressure tests after cementing, including test pressures and results.

5. The Operator's Minimum Specifications for Pressure Control

Exhibit "G" is a schematic diagram of the blowout preventer equipment. A double gate 3000 psi BOPE will be used with a rotating head. This equipment will be tested to 2000 psi. All tests will be recorded in a Driller's Report Book. Physical operation of BOP's will be checked on each trip.

6. The Type and Characteristics of the Proposed Circulating Muds

0-300	11" hole	Drill with air, will mud-up if necessary.
300-TD	7 7/8" hole	Drill with air. 400 psi @ 1500-1800 Scf.

7. The Testing, Logging and Coring Programs are as followed

300-TD Gamma Ray, Density, Neutron Porosity, Induction, Caliper

Any Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures have been noted or reported in wells drilled in the area nor at the depths anticipated in this well. Bottom hole pressure expected is 1730 psi max. No hydrogen sulfide or other hazardous gases or fluids have been found, reported or are known to exist at these depths in the area.

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8. Anticipated Starting Date and Duration of the Operations.

The well will be drilled around May 2001.

Verbal and/or written notifications listed below shall be submitted in accordance with instructions from the Division of Oil, Gas & Mining:

- (a) prior to beginning construction;
- (b) prior to spudding;
- (c) prior to running any casing or BOP tests;
- (d) prior to plugging the well, for verbal plugging instructions.

Spills, blowouts, fires, leaks, accidents or other unusual occurrences shall be reported to the Division of Oil, Gas & Mining immediately.

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EXHIBIT "E"
MULTIPOINT SURFACE USE PLAN

Attached to Form 3
River Gas Corp.
Pierucci 26-464
NE/4, SE/4, Sec. 26, T15S, R08E, SLB & M
1527' FSL, 285' FEL
Carbon County, Utah

1. Existing Roads

- a. We do not plan to change, alter or improve upon any existing state or county roads.
- b. Existing roads will be maintained in the same or better condition. See Exhibit "B".

2. Planned Access

Approximately 3000' of new access is required (See Exhibit "B")

- a. Maximum Width: 24' travel surface with 27' base
- b. Maximum grade: 5%
- c. Turnouts: None
- d. Drainage design: 5 culverts may be required. Water will be diverted around well pad as necessary.
- e. If the well is productive, the road will be surfaced and maintained as necessary to prevent soil erosion and accommodate year-round traffic.
- f. Pipe and Power lines will follow the proposed access road.

3. Location of Existing Wells

- a. See Exhibit "B". There are 5 proposed and 0 existing wells within a one-mile radius of the proposed location.

4. Location of Existing and/or Proposed Facilities

- a. If the well is a producer, installation of production facilities will be as shown on Exhibit "H". Buried powerlines run along access on the east and north, gathering lines on the south or west.
- b. Rehabilitation of all pad areas not used for production facilities will be made in accordance with landowner stipulations.

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5. Location and Type of Water Supply

- a. Water to be used for drilling will be purchased from the Price River Water Improvement District (a local source of municipal water) (tel. 435-637-6350).
- b. Water will be transported by truck over approved access roads.
- c. No water well is to be drilled for this location.

6. Source of Construction Materials

- a. Any necessary construction materials needed will be obtained locally and hauled to the location on existing roads.
- b. No construction or surfacing materials will be taken from Federal/Indian land.

7. Methods for handling waste disposal

- a. As the well will be air drilled, a small reserve pit will be constructed with a minimum of one-half the total depth below the original ground surface on the lowest point within the pit. The pit will not be lined unless conditions encountered during construction warrant it or if deemed necessary by the DOGM representative during the pre-site inspection. Three sides of the reserve pit will be fenced within 24 hours after completion of construction and the fourth side within 24 hours after drilling operation cease with woven wire topped with barbed wire to a height of not less than four feet. The fence will be kept in good repair while the pit is drying.
- b. Following drilling, the liquid waste will be evaporated from the pit and the pit back-filled and returned to natural grade. No liquid hydrocarbons will be discharged to the reserve pit or location.
- c. In the event fluids are produced, any oil will be retained in tankage until sold and any water produced will be retained until its quality can be determined. The quality and quantity of the water will determine the method of disposal.
- d. Trash will be contained in a portable metal container and will be hauled from location periodically and disposed of at an approved disposal site. Chemical toilets will be placed on location and sewage will be disposed of at an appropriate disposal site.

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8. Ancillary Facilities

- a. We anticipate no need for ancillary facilities with the exception of one trailer to be located on the drill site.

9. Wellsite Layout

- a. Available topsoil will be removed from the location and stockpiled. Location of mud tanks, reserve and berm pits, and soil stockpiles will be located as shown on the attachments.
- b. A blooie pit will be located 100' from the drill hole. A line will be placed on the surface from the center hole to the pit. The pit will not be lined, but will be fenced on four sides to protect livestock/wildlife.
- c. Access to the well pad will be as shown on Exhibit "B".
- d. Natural runoff will be diverted around the well pad.

10. Plans for Restoration of Surface

- a. All surface areas not required for producing operations will be graded to as near original condition as possible and contoured to maintain possible erosion to a minimum.
- b. Available topsoil will be stockpiled and will be evenly distributed over the disturbed areas and the area will be reseeded as prescribed by the landowner.
- c. Pits and any other area that would present a hazard to wildlife or livestock will be fenced off when the rig is released and removed.

11. Surface Ownership:

- a. The wellsite and access road will be constructed on lands owned by Carl Dees with John Pierucci having mineral ownership. The operator shall contact the landowner representative and the Division of Oil, Gas and mining 48 hours prior to beginning construction activities.

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12. **Other Information:**

- a. The primary surface use is farming and grazing. The nearest dwelling is approximately 6000 feet Southwest.
- b. Nearest live water is Miller Creek, located 1800' Northwest.
- c. If there is snow on the ground when construction begins, it will be removed before the soil is disturbed and piled downhill from the topsoil stockpile location.
- d. The backslope and foreslope will be constructed no steeper than 4:1.
- e. All equipment and vehicles will be confined to the access road and well pad.
- f. A complete copy of the approved Application for Permit to Drill (APD) including conditions and stipulations, shall be on the wellsite during construction and drilling operations

There will be no deviation from the proposed drilling and/or workover program without prior approval from the Division of Oil, Gas & Mining.

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JUN 1 2003
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OIL, GAS AND MINING

13. Company Representative

Jean Semborski
Permitting Specialist
River Gas Corporation
6825 S. 5300 W. P.O. Box 851
Price, Utah 84501
(435) 613-9777
(435) 820-9807

Mail Approved A.P.D. To:

Company Representative

Excavation Contractor

Nelco Contractors Inc.
Larry Jensen
(435) 637-3495
(435) 636-5268

14. Certification

I hereby certify that I, or persons under my direct supervision have inspected the proposed drillsite and access route; that I am familiar with the conditions which presently exist; that the statements made in this plan are, to the best of my knowledge, true and correct, and that the work associated with the operations proposed herein will be performed by River Gas Corp. and its subcontractors in conformity with this plan and the terms and conditions under which it is approved.

12/29/00
Date

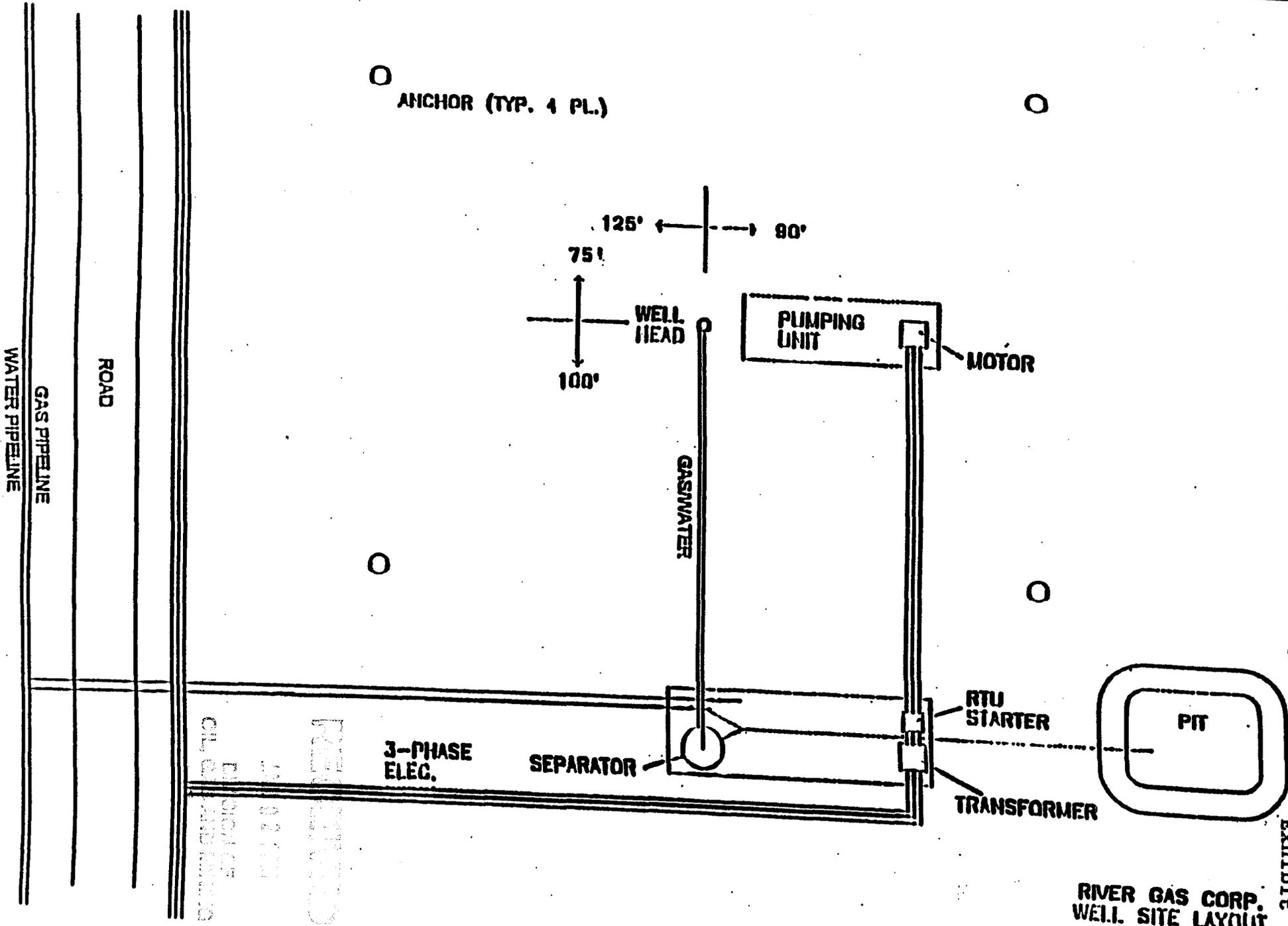
Jean Semborski
Jean Semborski
Permitting Specialist
River Gas Corporation

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DIVISION OF
OIL, GAS AND MINING

○ ANCHOR (TYP. 4 PL.)

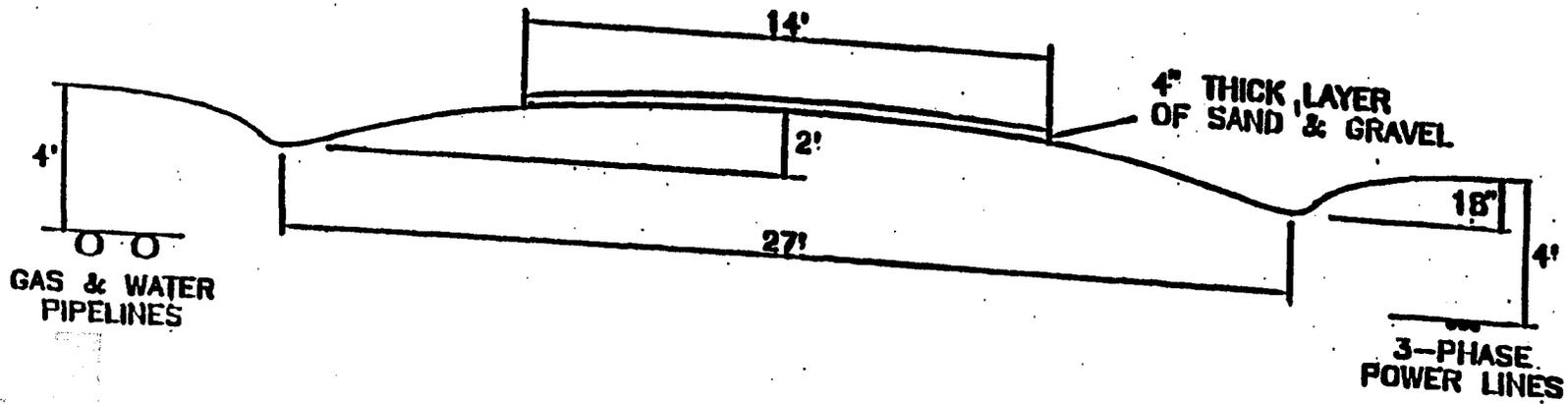


RECORDED
MAY 02 1971
ELECTRICAL
OIL & GAS DIVISION

RIVER GAS CORP.
WELL SITE LAYOUT
215' X 175'

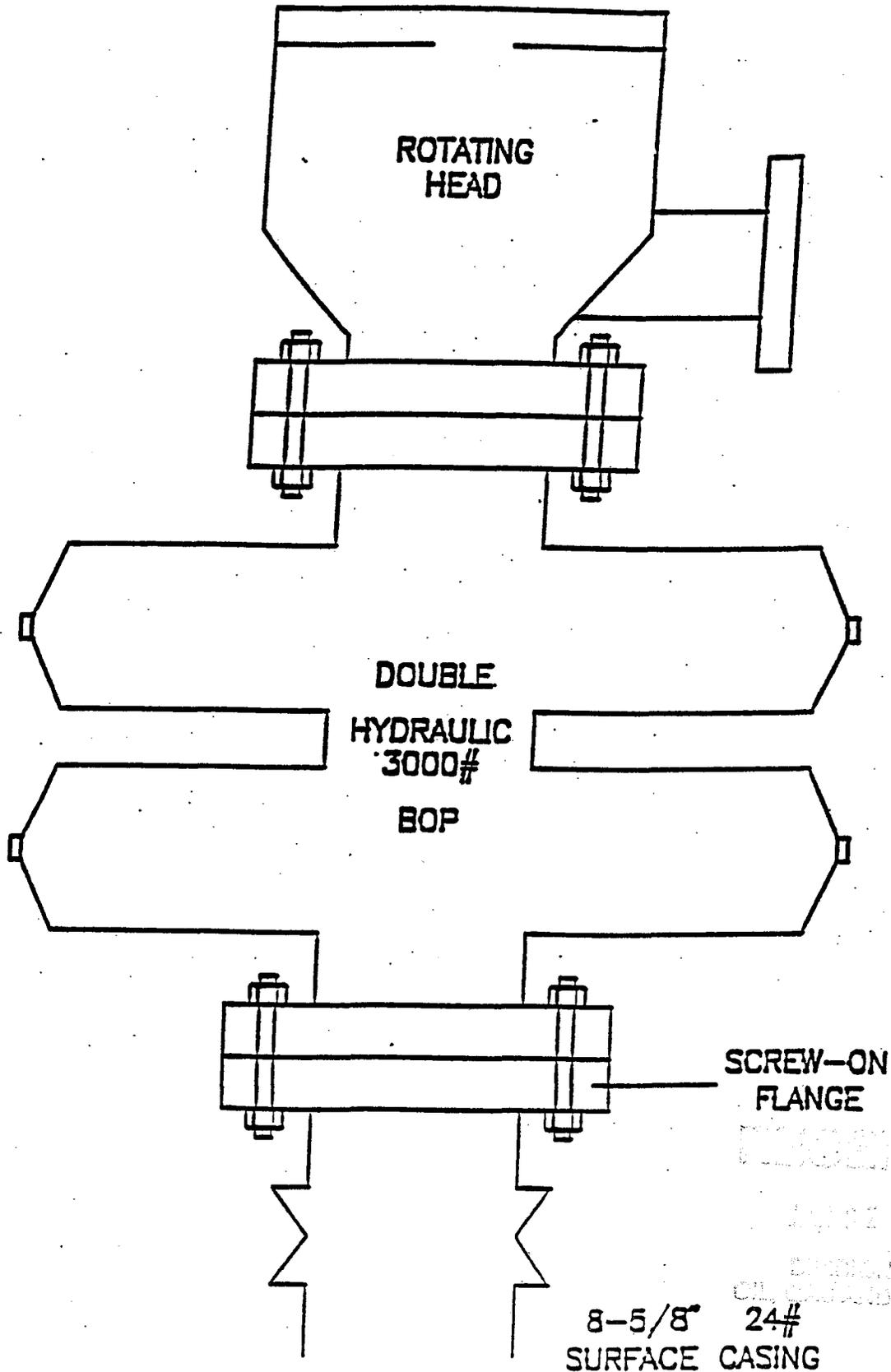
Exhibit "B"

TYPICAL ROAD CROSS-SECTION



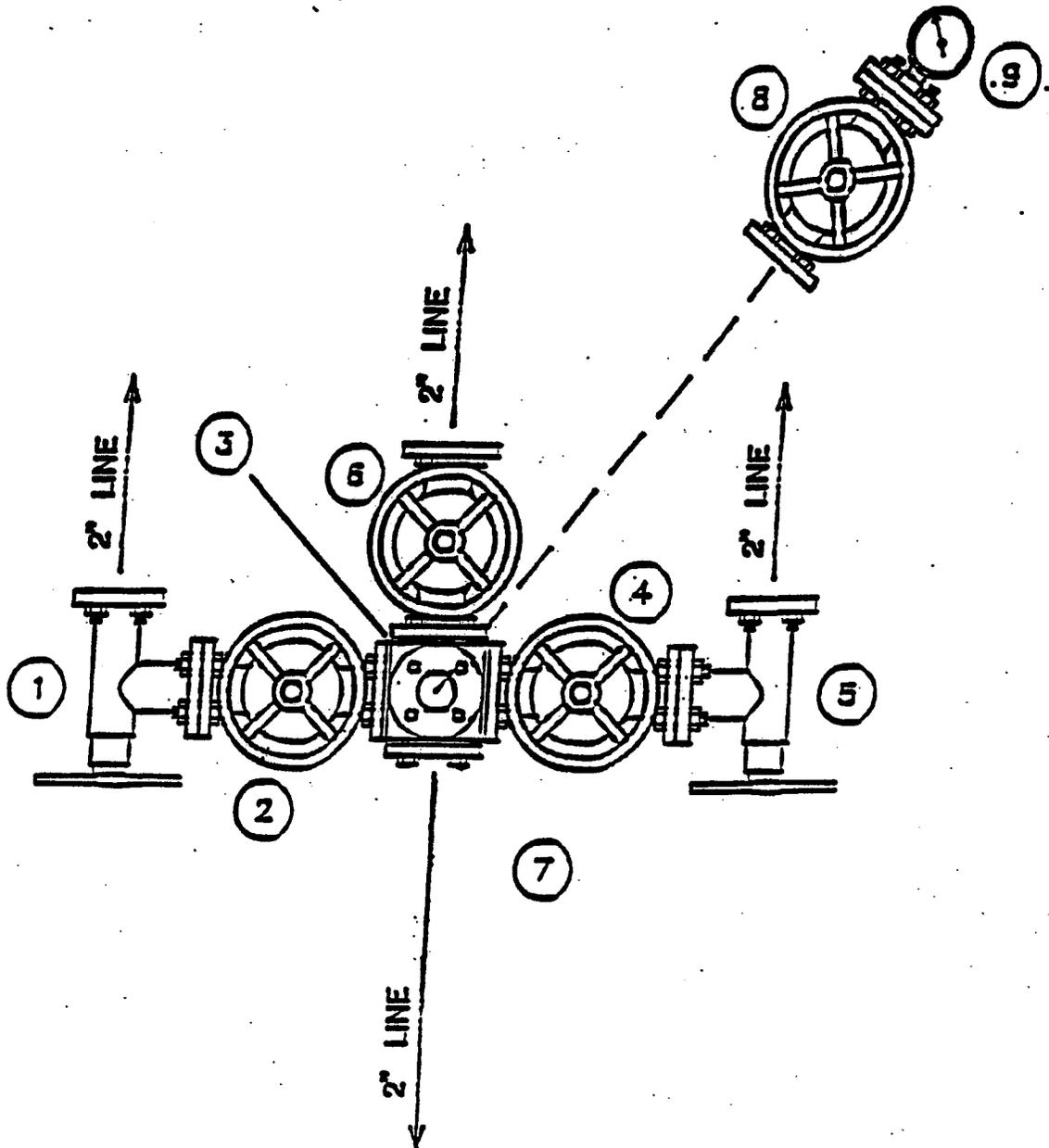
DESIGNED BY
DATE
CHECKED BY
DATE

DIVERTER HEAD



- (1) 2" 5M FLANGED CHOKE
- (2) 2" 5M GATE VALVE (FLANGED)
- (3) 2" 5M STUDDED CROSS
- (4) 2" 5M GATE VALVE (FLANGED)
- (5) 2" 5M FLANGED CHOKE
- (6) 2" 5M GATE VALVE (FLANGED)
- (7) 2" LINE
- (8) 2" 5M GATE VALVE (FLANGED)
- (9) 3000# GAUGE

NOTE:
NUMBER 8 GATE VALVE
SITS ON TOP OF MANIFOLD
BETWEEN STUDDED CROSS
AND 3000# GAUGE.



TO BOP

AND A NEW 2" BALL VALVE
FULL OPEN 500PSI

MANIFOLD

RECEIVED
JAN 22 1964
DIVISION OF
OIL, GAS AND MINING

STATE OF UTAH
BOND OF LESSEE

KNOW ALL MEN BY THESE PRESENTS, that we River Gas Corporation and Drunkards Wash Joint Venture of 511 Energy Center Blvd. Northport, AL 35476 as principal and GULF INSURANCE COMPANY, P.O. BOX 1771, DALLAS, TEXAS 75221, as surety, are held and firmly bound unto the State of Utah in the sum of ^{two} hundred thousand Dollars (\$200,000.00) lawful money of the United States to be paid to the School & Institutional Trust Lands Administration, as agent for the State of Utah, for the use and benefit of the State of Utah, and of any patentee or purchaser of any portion of the land covered by the hereinafter described lease heretofore sold or which may hereafter be sold with a reservation to the State of Utah, on the surface or of other mineral deposits of any portion of such lands, for which payment, well and truly to be made, we bind ourselves, and each of us, and each of our heirs, executors, administrators, successors, sublessees, and assignees, jointly and severally by these presents.

Signed with our hands and seals this 4th day of March, 19 96.

The condition of the foregoing obligation is such that,

WHEREAS, ~~The State of Utah, as Lessor, issued a(n)~~ lease, Lease-Number- _____ and dated- _____, to _____ as lessee (and said lease has been duly assigned under date of _____ to _____) to drill for, mine, extract, and remove all of the _____ deposits in and under the following described lands, to wit:

Operational State Wide Bond

NOW, THEREFORE, the principal and surety shall be obligated to pay all monies, rentals, royalties, costs of reclamation, damages to the surface and improvements thereon and any other damages, costs, expenses, penalties, interest or liabilities which arise by operation of or in connection with the above described lease(s) accruing to the Lessor and shall fully comply with all other terms and conditions of said lease, the rules, regulations, and policies relating thereto of the School & Institutional Trust Lands Administration, the Board of Oil, Gas and Mining, and the Division of Oil, Gas and Mining as they may now exist or may from time to time be modified or amended. This obligation is in effect even if the principal has conveyed part of its interest to a successor in interest. If the principal fully satisfies the above described obligations, then the surety's obligation to make payment to the State of Utah is void and of no effect, otherwise, it shall remain in full force and effect until released by the School & Institutional Trust Lands Administration.

Signed, sealed and delivered in the presence of

[Signature]

Witness

River Gas Corporation
David M. Chambers, President

[Signature] (SEAL)

Principal

[Signature]
Witness

BONDING COMPANY GULF INSURANCE COMPANY
BY Frances Burks
Frances Burks, Attorney-in-fact

Attest: [Signature]

Resident Agent: [Signature]

APPROVED AS TO FORM:
JAN GRAHAM
ATTORNEY GENERAL

[Signature]

Bonding Co. Address: P.O. Box 1771, Dallas, Texas 75221

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

That GULF INSURANCE COMPANY, a corporation of the State of Missouri, hereinafter called "Company," does hereby appoint

FRANCES BURKS, DALLAS, TEXAS

its true and lawful Attorney-in-fact to make, execute, seal and deliver on its behalf, as surety, any and all bonds and undertakings of suretyship, including waiver and consent of surety to conditions of contracts.

The execution of such bonds or undertakings in pursuance of these presents shall be as binding upon the Company as if they had been executed and acknowledged by the regularly elected officers of the Company.

This Power of Attorney is issued pursuant to and by authority of the following resolution of the Board of Directors of the Company, adopted effective July 1, 1983, and now in full force and effect:

Resolved that the President, or any Senior Vice President, or any Vice President, or the Secretary, or any Assistant Secretary may appoint Attorneys-in-fact in any state, territory or federal district to represent this Company and to act on its behalf within the scope of the authority granted to them, in writing, which authority may include the power to make, execute, seal and deliver on behalf of this Company, as surety, and as its act and deed, any and all bonds and undertakings of suretyship and other documents that the ordinary course of surety business may require, including authority to appoint agents for the service of process in any jurisdiction, state or federal, and authority to attest to the signature of the President, or any Senior Vice President, or any Vice President, or the Secretary, or any Assistant Secretary and to verify any affidavit or other statement relating to the foregoing, and to certify to a copy of any of the bylaws of the Company and to any resolutions adopted by its Board of Directors; and any such Attorney-in-fact may be removed and the authority granted him revoked by the President, or any Senior Vice President, or any Vice President, or the Secretary, or any Assistant Secretary, or by the Board of Directors.

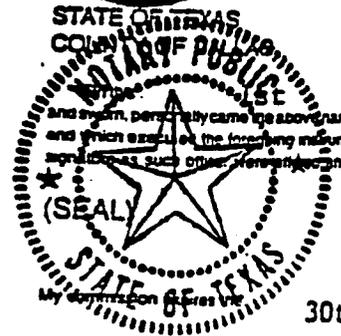
This Power of Attorney and Certificate are signed and sealed by facsimile under and by authority of the following resolution of the Board of Directors of the Company, adopted effective July 1, 1983, and now in full force and effect:

Resolved that the signature of the President, or of any Senior Vice President, or of any Vice President, or of the Secretary, or of any Assistant Secretary, and the seal of the Company may be affixed by facsimile to any power of attorney or to any certificate relating thereto appointing Attorneys-in-fact for purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, including any such power of attorney and certificate revoking the authority of the foregoing Attorneys-in-fact, as well as for the appointment of agents for the service of process in any jurisdiction, state or federal, including any such power of attorney and certificate revoking the authority of such agents; and any such power of attorney or certificate bearing such facsimile signature or facsimile seal shall be valid and binding upon the Company and any such power of attorney or certificate so executed and certified by such facsimile signature and facsimile seal shall be valid and binding upon the Company at the time any such power of attorney and certificate are executed and in the future with respect to any bond or undertaking to which they are attached.



In Witness Whereof, the Company has caused this Power of Attorney to be signed and its corporate seal to be affixed by its authorized officer this 1st of June, 19 88

By [Signature]
Sr. Vice President



day of June, 19 88 before me, a Notary Public of the State and County aforesaid, residing therein, duly commissioned and sworn, personally came the above named officer of GULF INSURANCE COMPANY, who being by me first duly sworn according to law, did depose and say that he is that officer of the company described in and which executed the foregoing instrument; that he knows the seal of said company; that the seal affixed to such instrument is the corporate seal of said company; and that the corporate seal and his signature as such officer, were affixed and subscribed to the said instrument by the authority and direction of said company.

[Signature]
Notary Public
Clifford R. Beard

30th day of June, 19 88

CERTIFICATE

I, the undersigned, do hereby certify that the original Power of Attorney of which the foregoing is a true and correct copy is in full force and effect, and the foregoing resolutions are true and correct transcripts from the records of GULF INSURANCE COMPANY and that the above named officer was on the date of execution of the foregoing Power of Attorney authorized to execute this Power of Attorney.



hereunto subscribed my name and affixed the corporate seal of Gulf Insurance Company this 4th day of March, 19 96

[Signature]
Vice President

10" Nail
Reference Point

100'

Elevation Ungraded Ground at Location Stake = 6885.0'
Elevation Graded Ground at Location Stake = 6884.5'

10" Nail
Reference Point

Cut 1.3'

Fill 2.0'

6880
Fill 3.5'

150'

1% Slope

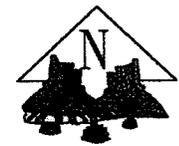
50'x50'x10'
Pit

90'

Well# 26-464
Elev. 6885.0'
Cut 0.5'

10'x10'x6'
Pit

25'
Fill 2.8'



DIVISION OF
OIL, GAS AND MINING

Cut 4.8'

4' Berm (Typ)

100'

A

Cut 6.0'

Road

Cut 4.6'

Cut 2.3'

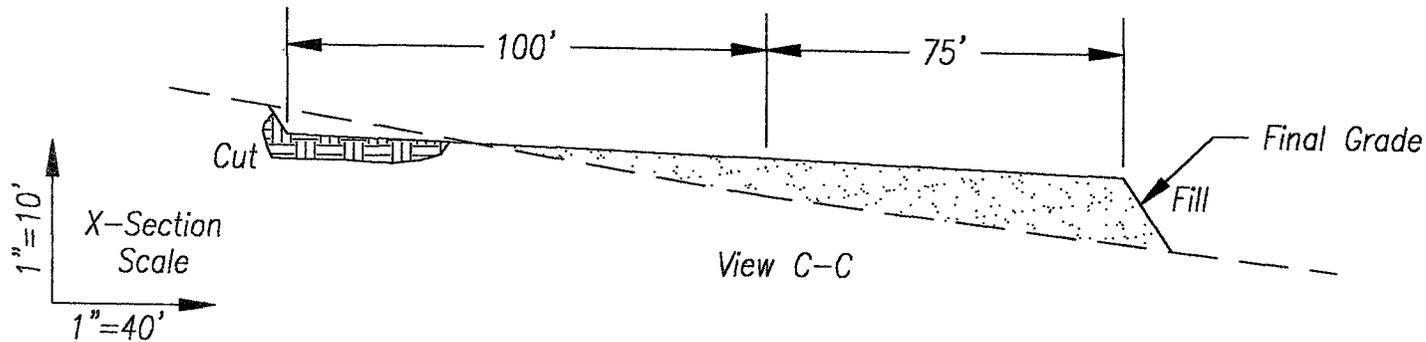
125'

DRAWN BY: P. BOYLEN
CHECKED BY: J.S.H.
DATE: 9/27/00
SCALE: 1"=50'
SHEET NO. 634
DRAWING NO. A-2
SHEET 2 OF 4

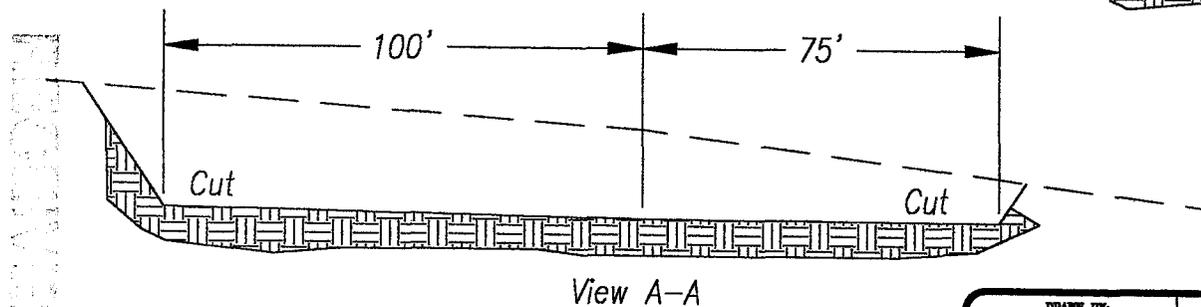
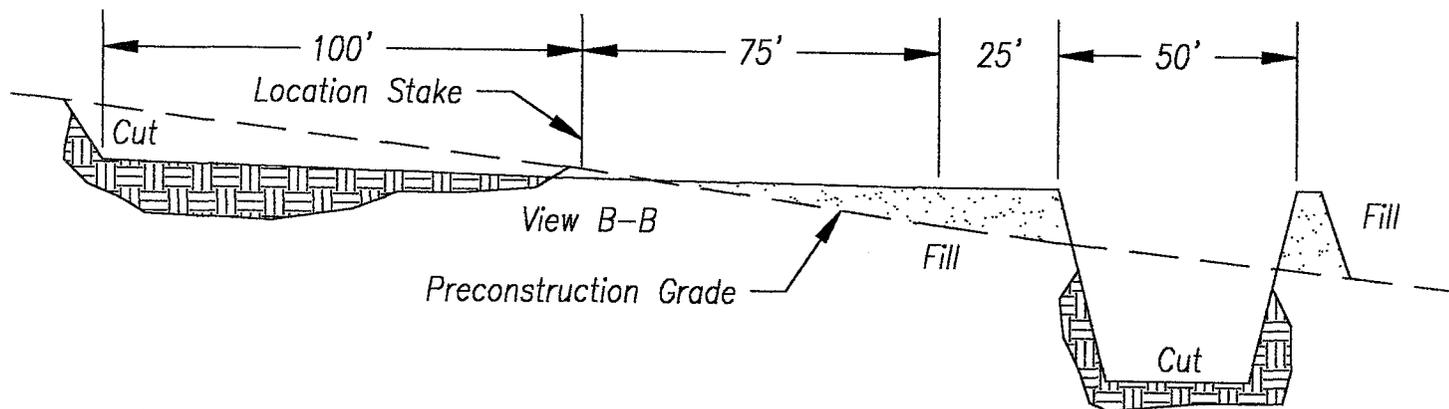
Castle Valley
 3266 South 125 West
 Price, Utah 84501
 (801) 637-9300
 FAX (801) 637-2833



Sevens
 River Gas Corporation
 Location Layout
 Section 26, T15S, R8E, S.L.B.&M.
 Well # 26-464



Slope = 1 1/2 : 1
 (Except Pit)
 Pit Slope = 1 : 1



DIVISION OF
 OIL, GAS AND MINES
 JAN 22 2001
 PREPARED BY

APPROXIMATE YARDAGES

CUT	
(6") Topsoil Stripping	= 750.0 Cu. Yds.
Remaining Location	= 2,890.7 Cu. Yds.
<hr/>	
TOTAL CUT	= 3,640.7 Cu. Yds.
TOTAL FILL	= 930.6 Cu. Yds.

DRAWN BY:	P. BOYLEN
CHECKED BY:	J.S.H.
DATE:	9/27/00
SCALE:	As Shown
JOB NO.:	634
DRAWING NO.:	C-1
SHEET	3 OF 4

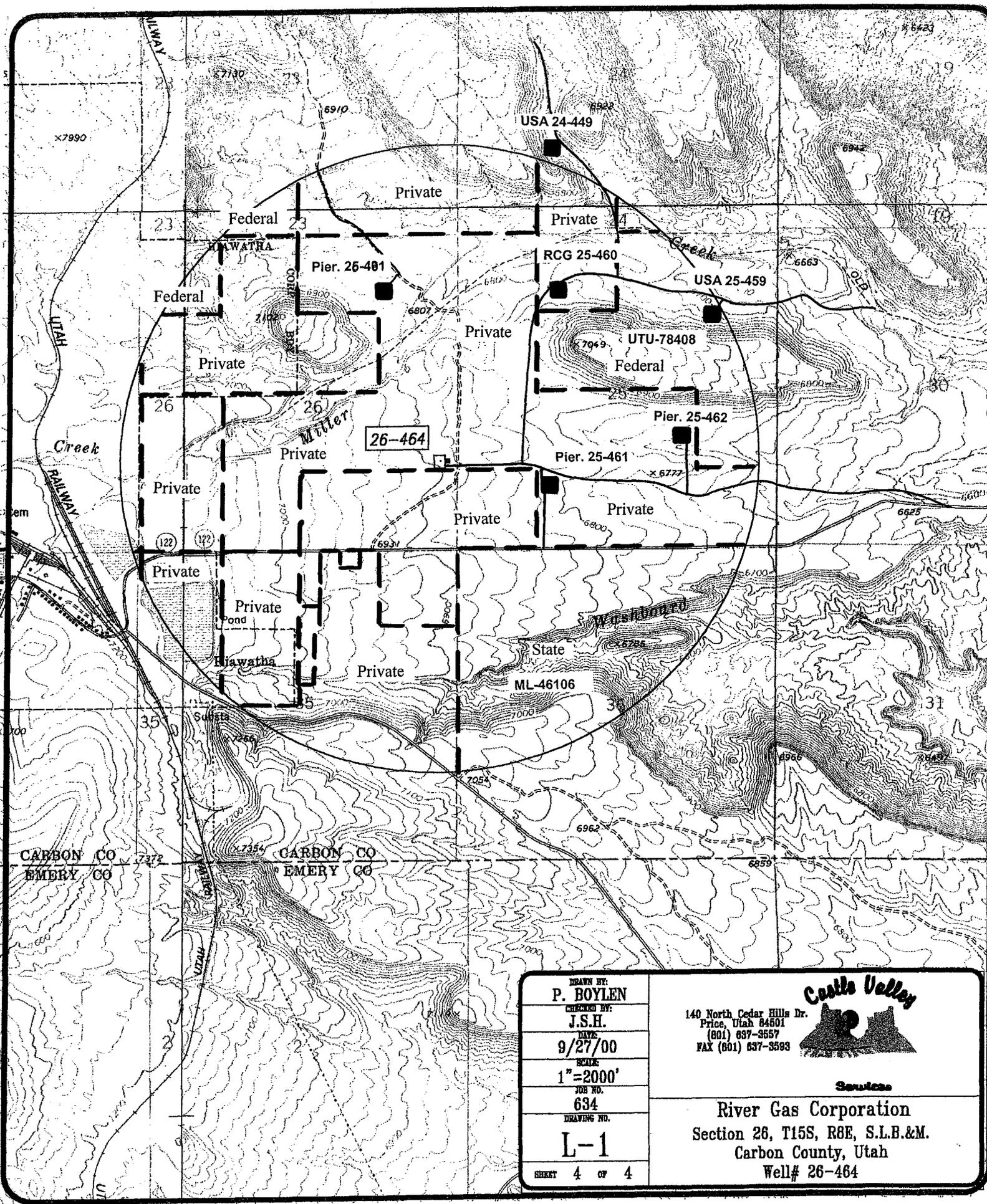


Castle Valley

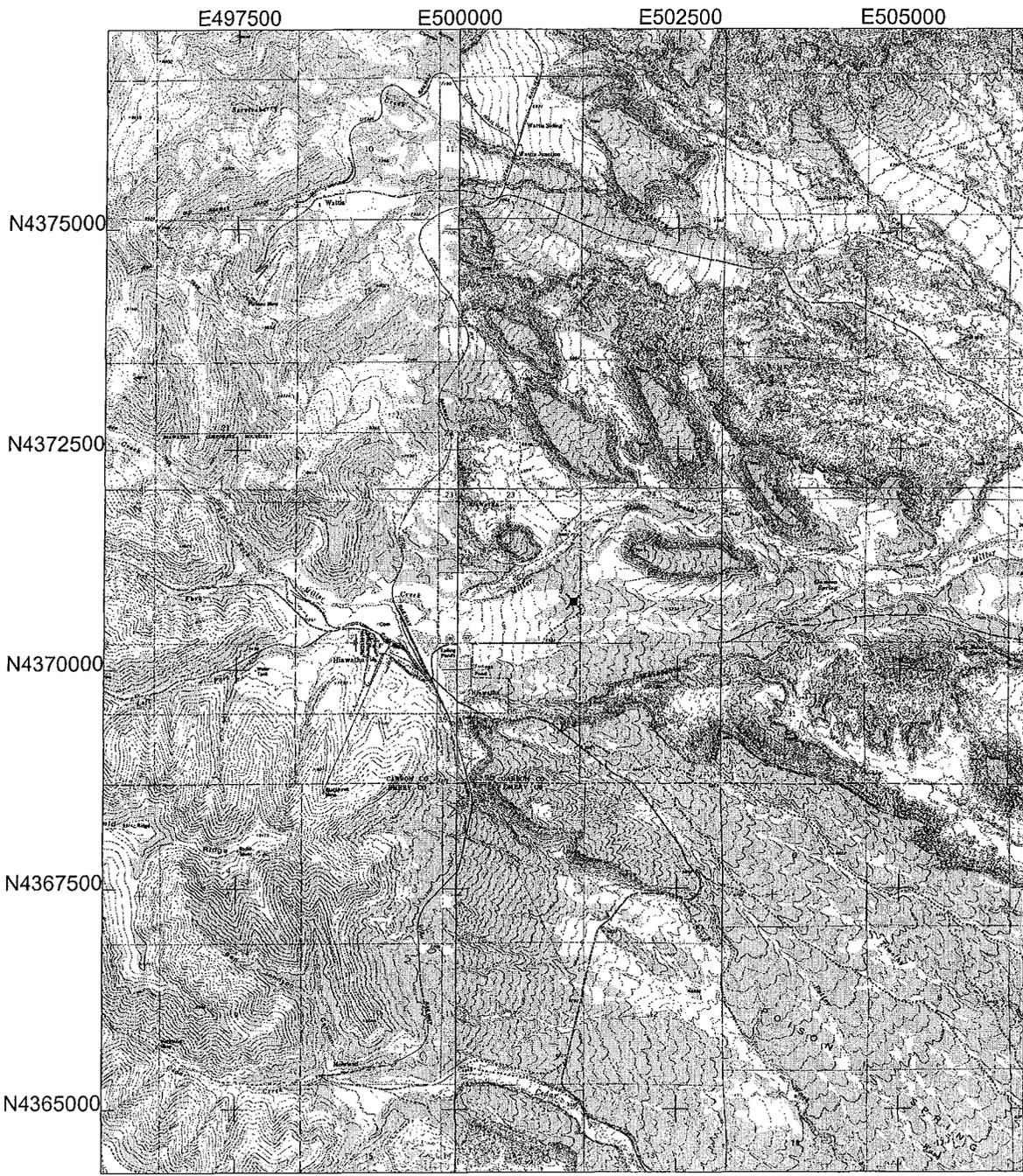
3289 South 125 West
 Price, Utah 84501
 (801) 637-9300
 FAX (801) 637-2833

Source:

River Gas Corporation
 Typical Cross Sections
 Section 26, T15S, R8E, S.L.B.&M.
 Well # 26-464



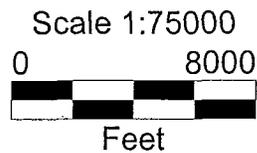
DRAWN BY: P. BOYLEN	 <p>Castle Valley</p>
CHECKED BY: J.S.H.	
DATE: 9/27/00	
SCALE: 1"=2000'	
JOB NO. 634	
DRAWING NO. L-1	140 North Cedar Hills Dr. Price, Utah 84501 (801) 637-3557 FAX (801) 637-3593
SHEET 4 OF 4	<p style="text-align: center;">Sources</p> <p style="text-align: center;">River Gas Corporation Section 26, T15S, R8E, S.L.B.&M. Carbon County, Utah Well# 26-464</p>



Pierucci 26-464

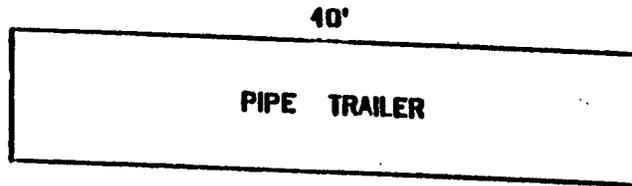
Section 26, T15S, R8E

Universal Transverse Mercator
 12 North
 NAD 1927 (Conus)



pie26464.ssf
 12/22/2000
 Pathfinder Office
Trimble

APPROXIMATE LAYOUT OF RIG & EQUIPMENT



RECORDS SECTION
JAN 6 2 1971
DIVISION OF
OIL, GAS AND IRONING

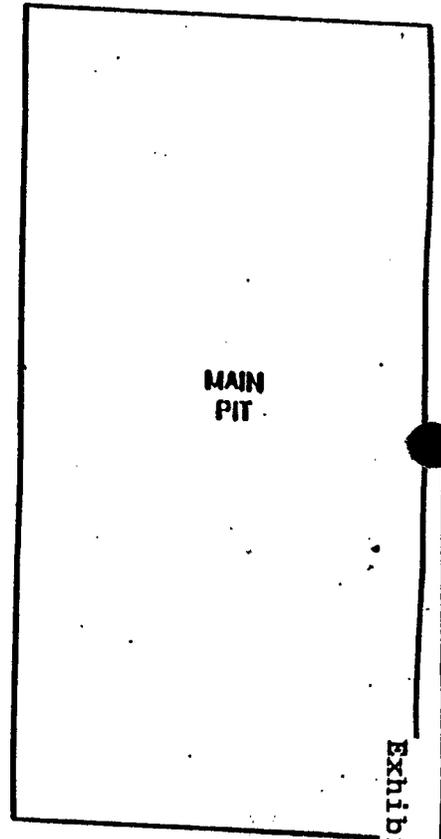
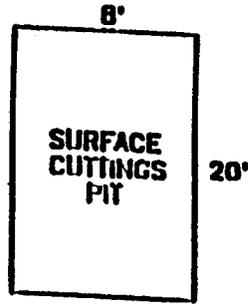
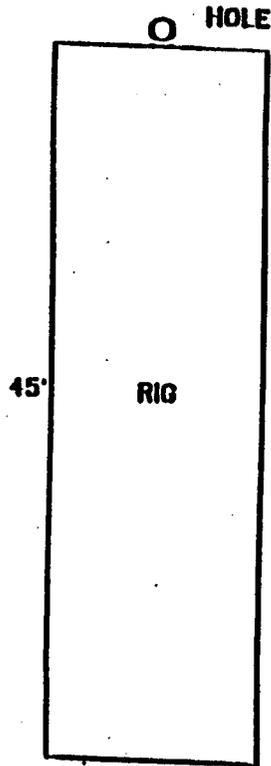
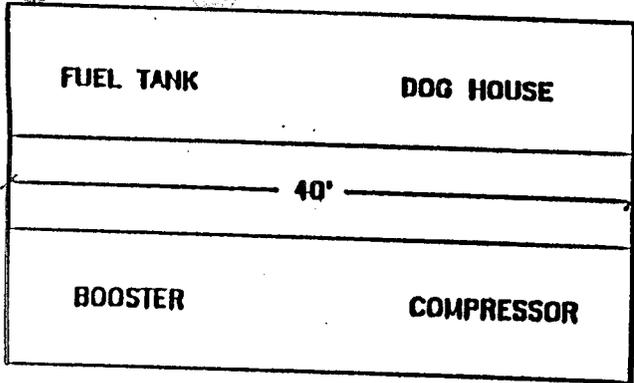


Exhibit "C"



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Utah State Office
P.O. Box 45155
Salt Lake City, UT 84145-0155

In Reply Refer To:
3106
UTU-47157 et al
(UT-932)

JAN 30 2001

NOTICE

Phillips Petroleum Company : Oil and Gas
Attn: W. H. Rainbolt, Rocky Mtn. Region-Land :
Box 1967 :
Houston, TX 77251-1967 :

Merger Recognized

Acceptable evidence has been filed in this office concerning the merger of River Gas Corporation into Phillips Petroleum Company with Phillips Petroleum Company being the surviving entity.

The oil and gas lease files and rights-of-way files identified on the enclosed exhibit have been noted as to the merger. The exhibit is the list supplied by the representative of the companies, and verified by our computerized records. We have not adjudicated the case files to determine if the entity affected by the merger holds an interest in the leases identified, nor have we attempted to identify leases where the entity is the operator on the ground, maintaining no vested record title or operating rights interest. We are notifying the Minerals Management Service and all applicable BLM offices of the merger by a copy of this notice. If additional documentation for a change of operator is required by our Field Offices, you will be contacted by them.

By recognition of the merger the obligor is automatically changed by operation of law from River Gas Corporation to Phillips Petroleum Company on Letter of Credit No. P-207337 (BLM Bond No. UT0829). A rider to BLM Bond No. ES0048 assuming any and all liabilities of BLM Bond No. UT0829 must be submitted for approval to the Eastern States Office, Attn: Bill Forbes, 7450 Boston Boulevard, Springfield, VA 22153. After the rider is approved, the Letter of Credit will be returned to the financial institution that issued it.

ROBERT LOPEZ

Robert Lopez
Chief, Branch of
Minerals Adjudication

Enclosure
Exhibit of Leases

RECEIVED

FEB 02 2001

DIVISION OF
OIL, GAS AND MINING

cc: Moab Field Office
Vernal Field Office
Price Field Office
MMS--Reference Data Branch, MS 3130, P.O. Box 5860, Denver, CO 80217
State of Utah, DOGM, Attn: Jim Thompson (Ste. 1210), Box 145801, SLC, UT 84114
The Chase Manhattan Bank, Attn: Standby Letter of Credit Dept., 4 Chase Metrotech Center, 8th Floor
Brooklyn, NY 11245
Teresa Thompson (UT-931)
LaVerne Steah (UT-942)
Pruitt, Gushee & Bachtell, Attn: Frederick M. MacDonald, Suite 1850 Beneficial Life Tower,
Salt Lake City, Utah 84111-1495
BLM, Eastern States Office (Attn: Bill Forbes)

RGC/Phillips Merger

List of Affected BLM Leases and Rights-of-Way

A. Oil & Gas Leases

UTU-47157	UTU-70219	UTU-75016
UTU-49631	UTU-70400	UTU-75019
UTU-50645	UTU-71390	UTU-75021
UTU-51584	UTU-72003	UTU-75022
UTU-53872	UTU-72004	UTU-76332
UTU-57821	UTU-72350	UTU-76334
UTU-60402	UTU-72355	UTU-77351
UTU-60925	UTU-72358	UTU-77353
UTU-61154	UTU-72377	UTU-77354
UTU-61155	UTU-72470	UTU-78408
UTU-61158	UTU-72477	UTU-78409
UTU-61547	UTU-72624	UTU-78410
UTU-61548	UTU-72723	UTU-78411
UTU-62145	UTU-72724	UTU-78412
UTU-62276	UTU-72746	UTU-78413
UTU-65298	UTU-73004	UTU-78782
UTU-65300	UTU-73075	UTU-78783
UTU-65302	UTU-73330	UTU-79150
UTU-65303	UTU-73331	UTU-79151
UTU-67621	UTU-73523	UTU-79152
UTU-67839	UTU-73752	UTU-79153
UTU-67906	UTU-73884	UTU-79154
UTU-68314	UTU-74376	UTU-79155
UTU-69449	UTU-75015	UTU-79159

B. Rights-of-Way

UTU-73226	UTU-77141	UTU-77976
UTU-74319	UTU-77141-01	UTU-77989
UTU-74320	UTU-77151	UTU-77989-01
UTU-76610	UTU-77151-01	
UTU-76629	UTU-77154	



Utah Department of Commerce
Division of Corporations & Commercial Code
160 East 300 South, 2nd Floor, Box 146705
Salt Lake City, UT 84114-6705
Phone: (801) 530-4849
Toll Free: (877) 526-3994 Utah Residents
Fax: (801) 530-6438
Web site: <http://www.commerce.state.ut.us>

Registration Number: 562960-0143
Business Name: PHILLIPS PETROLEUM COMPANY
Registered Date: JUNE 14, 1946

01/12/01

CERTIFICATE OF ARTICLES OF MERGER

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE ("DIVISION") HEREBY CERTIFIES THAT

ARTICLES OF MERGER WERE FILED WITH THIS OFFICE ON DECEMBER 12, 2000 MERGING RIVER GAS CORPORATION, A CORPORATION OF THE STATE OF ALABAMA, INTO PHILLIPS PETROLEUM COMPANY, THE SURVIVING CORPORATION WHICH IS OF THE STATE OF DELAWARE, AS APPEARS OF RECORD IN THE OFFICE OF THE DIVISION.



Ric Campbell

Ric Campbell
Acting Division Director of
Corporations and Commercial Code

Dept. of Professional Licensing
(801)530-6628

Real Estate
(801)530-6747

Public Utilities
(801)530-6651

Securities
(801)530-6600

Consumer Protection
(801)530-6601

CERTIFICATE OF OWNERSHIP AND MERGER

OF

RIVER GAS CORPORATION

(an Alabama corporation)

into

Phillips Petroleum Company

(a Delaware corporation)

It is hereby certified that:

1. Phillips Petroleum Company [hereinafter sometimes referred to as the "Corporation"] is a business corporation of the State of Delaware.

2. The Corporation is the owner of all of the outstanding shares of each class of stock of River Gas Corporation, which is a business corporation of the State of Alabama.

3. The laws of the jurisdiction of organization of River Gas Corporation permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.

4. The Corporation hereby merges River Gas Corporation into the Corporation.

5. The following is a copy of the resolutions adopted on November 21, 2000 by the Board of Directors of the Corporation to merge the said River Gas Corporation into the Corporation:

"1. Phillips Petroleum Company, which is a business corporation of the State of Delaware and is the owner of all of the outstanding shares of River Gas Corporation, which is a business corporation of the State of Alabama, hereby merges River Gas Corporation into Phillips Petroleum Company pursuant to the provisions of the Alabama Business Corporation Act and pursuant to the

12-12-00P04:02 RCVD

provisions of Section 253 of the General Corporation Law of Delaware.

"2. The separate existence of River Gas Corporation shall cease at the effective time and date of the merger pursuant to the provisions of the Alabama Business Corporation Act; and Phillips Petroleum Company shall continue its existence as the surviving corporation pursuant to the provisions of Section 253 of the General Corporation Law of Delaware.

"3. The Articles of Incorporation of Phillips Petroleum Company are not amended in any respect by this Plan of Merger.

"4. The issued shares of River Gas Corporation shall not be converted or exchanged in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

"5. Each share of Phillips Petroleum Company outstanding immediately prior to the effective time and date of the merger is to be an identical outstanding share of Phillips Petroleum Company at the effective time and date of the merger.

"6. No shares of Phillips Petroleum Company and no shares, securities, or obligations convertible into such shares are to be issued or delivered under this Plan of Merger.

"7. The Board of Directors and the proper officers of Phillips Petroleum Company are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for. "

" This Company approves that the effective time and date of the merger herein provided for in the State of Alabama shall be 11:59 p.m. on December 31, 2000."

"Any Vice President, the Treasurer, any Assistant Treasurer, the Secretary, any Assistant Secretary, and each of them severally, be and hereby is authorized to make, execute,

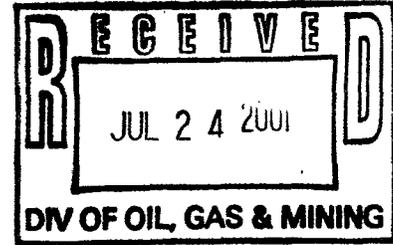
deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of these resolutions and to do or cause to be done all such acts as are necessary to give effect to the purpose and intent of the approval herein set forth."

6. This Certificate of Ownership and Merger shall be effective at 11:59 p.m. on December 31, 2000.

Executed on November 27, 2000

Phillips Petroleum Company

N. A. Loftis 
N. A. Loftis, Assistant Secretary



PHILLIPS PETROLEUM COMPANY

Main Office : 6825 South 5300 West
PO Box 851
Price, Utah 84501
Phone (435)613-9777
Fax (435)613-9782

Warehouse: 6815 South 5300 West
Price, Utah 84501

DATE: 7/24/01
TO: LISHA CORONA
COMPANY: _____
FAX NUMBER: _____

FROM: JOHN
FAX# (435)613-9782

MESSAGE: PLEASE DISREGARD MY PREVIOUS FAXES!
QUESTION: ATTACHED IS THE ACTUAL DEETS
AGREEMENT. AS SIGNED BY MR. DEES.
PLEASE LET ME KNOW IF YOU NEED ANYTHING
ELSE TO RELEASE THOSE WELLS. THANKS

This transaction consists of _____ pages including cover page. If you receive an incomplete transmittal or have received this transmittal in error, please call (435)613-9777. Thank You.

JUL 25 2001
DIVISION OF
OIL, GAS AND MINING

MEMORANDUM OF SURFACE USE AND DAMAGE AGREEMENT

KNOW ALL MEN BY THESE PRESENTS:

That Carl F. Dees, Jr., whose address 9625 West Highway 122, P.O. Box 981, Price, Utah, 84501 ("Dees") and Phillips Petroleum Company, a Delaware Corporation, and all subsidiary companies, their successors and assigns, whose address is 4001 Penbrook, Odessa, Texas, 79762 ("Phillips") have entered into a Surface Use and Damage Agreement effective as of the 23rd day of July, 2001 ("Agreement").

The Agreement, which is unrecorded and may be found in the files of Dees and Phillips, is adopted herein and made a part hereof by reference to the same full extent as if all its provisions were copied in full in this Memorandum.

Pursuant to the terms of the Agreement, Dees grants to Phillips the right of way to use the Property described in Exhibit A, attached hereto and made a part of this Memorandum ("Property"), for the purpose of access to and from mineral leases it owns and operates underlying and in the vicinity of the Property ("Leases"), for well locations, pipelines and power lines and for other facilities related to its conduct of operations pursuant to the Leases.

This Memorandum shall be binding on and inure to the benefit of Dees and Phillips, their respective heirs, administrators, successors and assigns.

IN WITNESS WHEREOF, the parties hereto have executed this Memorandum as of the dates of the respective acknowledgements.

WITNESSES:

CARL F. DEES, JR.

Carl F. Dees Jr. 

PHILLIPS PETROLEUM COMPANY

By: *[Signature]* _____

Title: Attorney-in-Fact

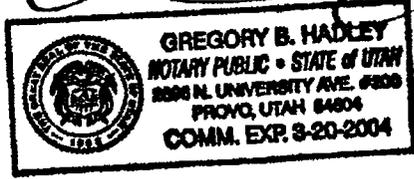
State of Utah
County of Utah

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that Carl S. Dees Jr, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, executed the same voluntarily.

Given under my hand and official seal, this the 16th day of July, 2001.

[Signature]
Notary Public

My Commission Expires _____



State of Texas
County of Ector

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that Jan D. Baccus, whose name as Attorney In Fact of Phillips Petroleum Company, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as authorized agent and will full authority, executed the same voluntarily and as the act of said corporation.

Given under my hand and official seal, this the 23rd day of July, 2001.

[Signature]
Notary Public

My Commission Expires _____

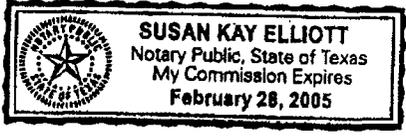


EXHIBIT A**Parcel 1:**

**Section 24, Township 15 South, Range 8 East, S.L.B.&M., Carbon County,
Utah:**
SW1/4SW1/4, ^{if} Section 24, T15S, R8E, SLB&M

Parcel 2:

**Section 25, Township 15 South, Range 8 East, S.L.B.&M., Carbon County,
Utah:**
Lot 4; SW1/4SE1/4, SE1/4SW1/4, SW1/4NW1/4, N1/2SW1/4, NW1/4SE1/4,
NW1/4NW1/4, Section 25, T15S, R8E, SLB&M 43-007-30748 25-461

Parcel 3:

**Section 26, Township 15 South, Range 8 East, S.L.B.&M., Carbon County,
Utah:**
N1/2NE1/4, SE1/4NE1/4, N1/2SE1/4, E1/2SW1/4, Section 26, T15S, R8E,
SLB&M

43-007-30745 26-461
43-007-30754 26-462
43-007-30755 26-463

Parcel 4:

**Section 30, Township 15 South, Range 9 East, S.L.B.&M., Carbon County,
Utah:**
SW1/4SW1/4, Section 30, T15S, R9E, SLB&M

EXCLUDING therefrom the following described land:

A tract of land situate in the NW1/4 of the SW1/4 and the W1/2 of the NW1/4 of Section 25; the NE1/4 of the NE1/4 of Section 26 and SW1/4 of the SW1/4 of Section 24, all in Township 15 South, Range 8 East, SLB&M described as follows:

Beginning at the Southwest Corner of Section 24, T15S, R8E, S.L.B.&M., and running thence North 768.42 feet along the West boundary line of said Grantor's land; thence S. 6 deg. 30' E. 4753.36 feet to the South boundary line of said Grantor's land; thence West 130.798 feet along said South boundary line; thence N. 6 deg. 30' W. 3980.22 feet to the North boundary line of said Grantor's land; thence West 45.40 feet along said North boundary line to the point of beginning.

ALSO EXCLUDING therefrom the following described land:

A parcel of land being 66 feet in width to be used for road and utility purpose, located in Section 26, T15S, R8E, S.L.B.&M., more particularly described as follows:

Beginning at a point on the Southerly line of said parcel being South 89 deg. 18' 47" West along the Section line 1407.36 feet and North 1312.24 feet from the Southeast corner Section 26, T15S, R8E, SLB&M; thence North 01 deg. 55' 10" West 1312.57 feet; thence South 89 deg. 30' 18" West 66.02 feet; thence South 01 deg. 55' 10" East 1312.68 feet; to a point on said Southerly line; thence along said line to a point on said Southerly line; thence along said line North 89 deg. 24' 32" East 66.02 feet to the point of beginning.

ALSO EXCEPTING therefrom any portion of land which may lie within the road.

**WORKSHEET
APPLICATION FOR PERMIT TO DRILL**

APD RECEIVED: 01/02/2001

API NO. ASSIGNED: 43-007-30755

WELL NAME: PIERUCCI 26-464

OPERATOR: RIVER GAS CORPORATION (-N1605) Phillips Petro. Co. (N1475)

CONTACT: JEAN SEMBORSKI

PHONE NUMBER: 435-613-9777

PROPOSED LOCATION:

NESE 26 150S 080E
 SURFACE: 1527 FSL 0285 FEL
 BOTTOM: 1527 FSL 0285 FEL
 CARBON
 DRUNKARDS WASH (48)

INSPECT LOCATN BY: / /		
Tech Review	Initials	Date
Engineering	RAM	5/9/01
Geology		
Surface		

LEASE TYPE: 4-Fee

LEASE NUMBER: FEE

SURFACE OWNER: 4-Fee

PROPOSED FORMATION: FRSD

RECEIVED AND/OR REVIEWED:

- Plat
- Bond: Fed[] Ind[] Sta[] Fee[4] (No. 3308586 P-207328)
- Potash (Y/N)
- Oil Shale (Y/N) *190-5 (B) or 190-3
- Water Permit (No. PRWID)
- RDCC Review (Y/N) (Date: _____)
- Fee Surf Agreement (Y/N)

LOCATION AND SITING:

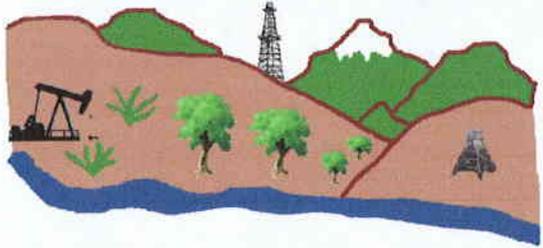
- R649-2-3. Unit _____
- R649-3-2. General
- Siting: 460' From Qtr/Qtr & 920' Between Wells
- R649-3-3. Exception
- Drilling Unit
 - Board Cause No: 243-1
 - Eff Date: 10-13-98
 - Siting: 660' fr. Dr. Unit Boundary & 1320' between wells.
- R649-3-11. Directional Drill

COMMENTS:

Need Presite. (4-27-01)

STIPULATIONS:

① STATEMENT OF BASIS



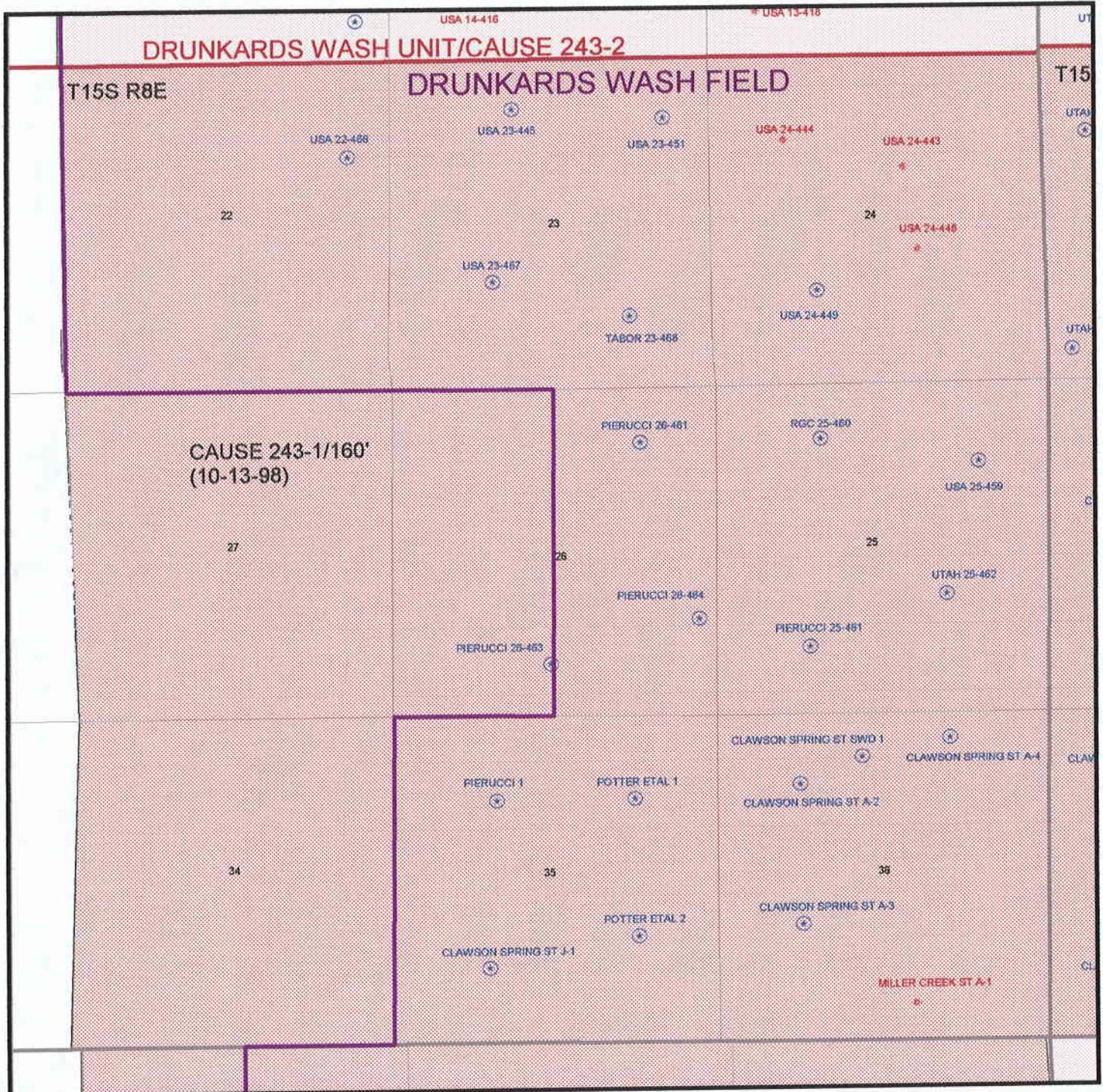
Utah Oil Gas and Mining

OPERATOR: RIVER GAS CORP (N1605)

FIELD: DRUNKARDS WASH (048)

SEC. 26, T15S, R8E,

COUNTY: CARBON CAUSE:243-1 / 160'



ON-SITE PREDRILL EVALUATION

Division of Oil, Gas and Mining

OPERATOR: Phillips Petroleum Company

WELL NAME & NUMBER: Pierucci 26-464

API NUMBER: 43-007-30755

LEASE: Private

FIELD/UNIT: Drunkards Wash

LOCATION: 1/4,1/4 NESE Sec 26 TWP: 15 S RNG: 8 E 1527 FSL 285 FEL

LEGAL WELL SITING: 660' from the drilling unit boundary and 1320' from other wells

GPS COORD (UTM): X = 501,285 E; Y = 4,370,785 N (Calculated by Surveyor)

X = 501,304; Y = 4,370,791 (Magellan GPS field reading)

SURFACE OWNER: Carl Dees , represented by his daughter, Stacy Romero (916) 712-2068

PARTICIPANTS

C. Kierst (DOGM), J. Semborski and DeAnn Walker (RGC), L..Jensen (Nelco), and Stacy Romero, surface owner Carl Dees' representative. D. Levanger (Carbon) was informed of the proceedings but was unable to attend.

REGIONAL/LOCAL SETTING & TOPOGRAPHY

This area is on the western margin of Colorado Plateau. The location is ~1½ miles east of the foot of the Wasatch Plateau. It is ~2,000' southeast of Miller Creek.; ~10,000' west of Clawson Spring. The Hiawatha tailings pond may be found ~¾ mile southwest of the location, across Highway 122. The pad is on forested surface, over alluvium, which generally slopes gently to east and on the pad to the northeast. Drainage is into Miller Creek in the Clawson Spring area. The road to Hiawatha UT is ~1,500' south and Hiawatha UT is ~1½ miles west. Mohrland UT is ~3½ miles south southwest.

SURFACE USE PLAN

CURRENT SURFACE USE: Grazing, farming and wildlife habitat.

PROPOSED SURFACE DISTURBANCE: The operator proposes 235' X 175' pad, outboard soil storage, a 50' X 50' X 10' outboard pit, and 3,000' of new access road is needed.

LOCATION OF EXISTING WELLS WITHIN A 1-MILE RADIUS: 1 AWD status and 4 PGW status Anadarko CBM production or salt water disposal locations and 5 NEW status and 1 APD status Phillips CBM production locations.

LOCATION OF PRODUCTION FACILITIES AND PIPELINES: ~6 miles east of the pad (Questar pipeline runs north-south). Buried power line and gathering systems follow new or existing upgraded access roads. Production facilities include a pumpjack, separator enclosure, casing and tubing strings,

well head, telemetry equipment and transformer.

SOURCE OF CONSTRUCTION MATERIAL: gravel location and approach road; soil stored in berm, the location will be made of natural material borrowed from leveling the pad during construction.

ANCILLARY FACILITIES: none

WASTE MANAGEMENT PLAN:

Portable chemical toilets which will be emptied into the municipal waste treatment system; garbage cans on location will be emptied into centralized dumpsters which will be emptied into an approved landfill. Crude oil production is unlikely. Drilling fluid, completion / frac fluid and cuttings will be buried in the pit after evaporation and slashing the pit liner. Produced water will be gathered to the evaporation pit and eventually injected into the Navajo Sandstone via a RGC-operated salt water disposal well. Used oil from drilling operations and support is hauled to a used oil recycler and reused.

ENVIRONMENTAL PARAMETERS

AFFECTED FLOODPLAINS AND/OR WETLANDS: The area drains to Miller Creek and eventually into the Price River ~17 miles to the east.

FLORA/FAUNA: Pinyon, juniper, sagebrush, grasses, cactus, birds, lizards, coyotes, rodents, raptors, elk and deer (critical winter range). No nesting raptor issues.

SOIL TYPE AND CHARACTERISTICS: Sandy, silty, moderately permeable soil developed on Quaternary / Tertiary Pediment Mantle covering the Upper Portion of the Blue Gate Member of the Mancos Shale. (GP-SP-ML)

SURFACE FORMATION & CHARACTERISTICS: Quaternary / Tertiary Pediment Mantle overlying the Upper Portion of the Blue Gate Member of the Mancos Shale; light gray, bentonitic shale and sandstone ledges.

EROSION/SEDIMENTATION/STABILITY: Stable.

PALEONTOLOGICAL POTENTIAL: None observed.

RESERVE PIT

CHARACTERISTICS: Dugout, earthen pit, as above.

LINER REQUIREMENTS (Site Ranking Form attached): Synthetic liner is required.

SURFACE RESTORATION/RECLAMATION PLAN

As per the terms of the Surface Owner's Agreement.

SURFACE AGREEMENT: No Surface Owner's Agreement yet.

CULTURAL RESOURCES/ARCHAEOLOGY: Not needed on Fee lease but one was done on 2/23/01 anyway.

OTHER OBSERVATIONS/COMMENTS

4 private culinary water wells and 1 spring are within a mile of the location.

ATTACHMENTS:

4 Photographs taken.

Christopher Kierst
DOGM REPRESENTATIVE

4/27/2001 / 1:03 PM
DATE/TIME

**Evaluation Ranking Criteria and Ranking Score
For Reserve and Onsite Pit Liner Requirements**

<u>Site-Specific Factors</u>	<u>Ranking</u>	<u>Site Ranking</u>
Distance to Groundwater (feet)		
>200	0	
100 to 200	5	
75 to 100	10	
25 to 75	15	
<25 or recharge area	20	<u>15</u>
Distance to Surf. Water (feet)		
>1000	0	
300 to 1000	2	
200 to 300	10	
100 to 200	15	
< 100	20	<u>0</u>
Distance to Nearest Municipal Well (feet)		
>5280	0	
1320 to 5280	5	
500 to 1320	10	
<500	20	<u>0</u>
Distance to Other Wells (feet)		
>1320	0	
300 to 1320	10	
<300	20	<u>10</u>
Native Soil Type		
Low permeability	0	
Mod. permeability	10	
High permeability	20	<u>10</u>
Fluid Type		
Air/mist	0	
Fresh Water	5	
TDS >5000 and <10000	10	
TDS >10000 or Oil Base Mud	15	
Fluid containing significant levels of hazardous constituents	20	<u>0</u>
Drill Cuttings		
Normal Rock	0	
Salt or detrimental	10	<u>0</u>
Annual Precipitation (inches)		
<10	0	
10 to 20	5	
>20	10	<u>5</u>
Affected Populations		
<10	0	
10 to 30	6	
30 to 50	8	
>50	10	<u>0</u>
Presence of Nearby Utility Conduits		
Not Present	0	
Unknown	10	
Present	15	<u>0</u>
Final Score (level I sensitivity)		<u>40</u>

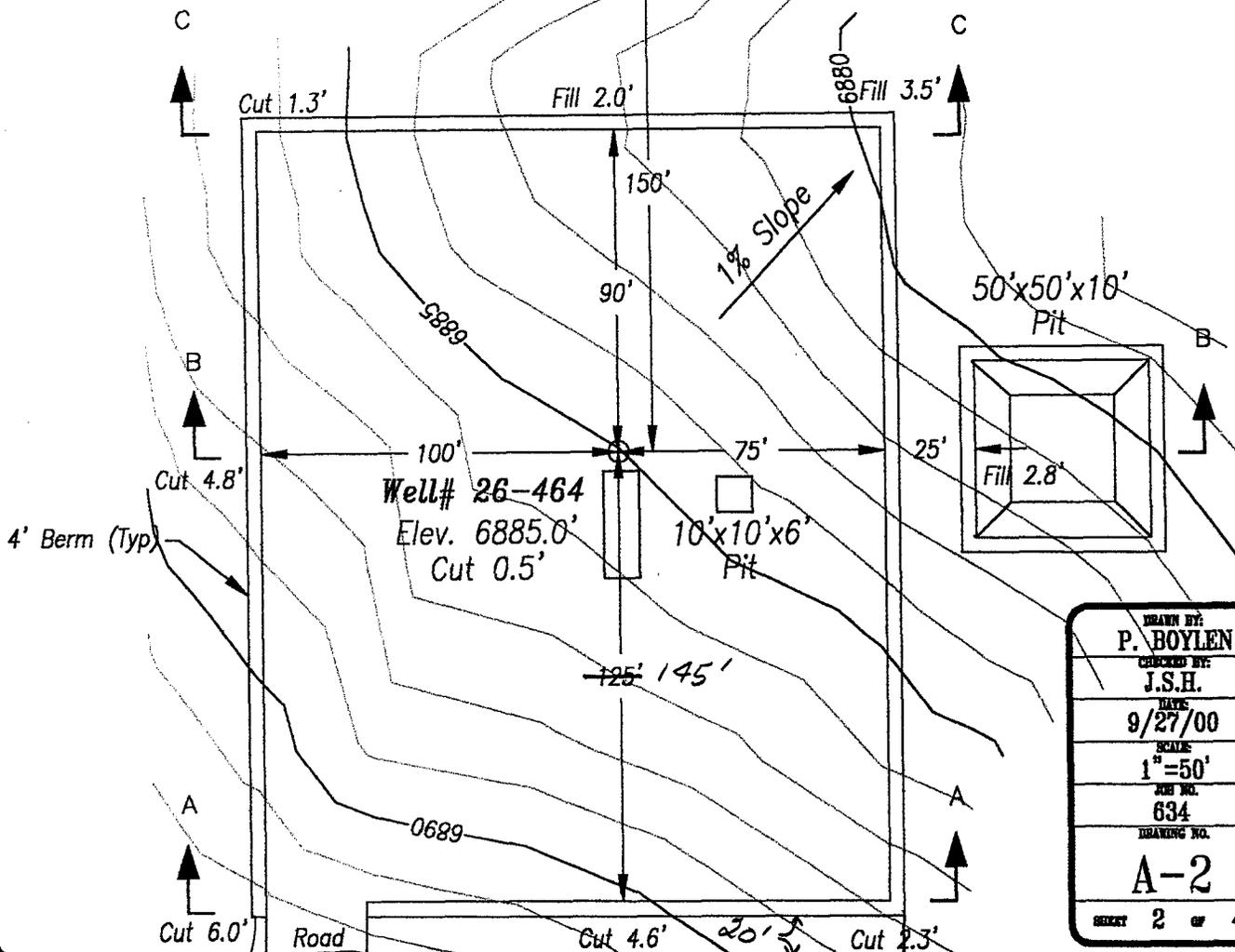
Sensitivity Level I = 20 or more total containment is required.
Sensitivity Level II = 15-19 lining is discretionary.
Sensitivity Level III = below 15 no specific lining is required.

10" Nail
Reference Point

100'

Elevation Ungraded Ground at Location Stake = 6885.0'
Elevation Graded Ground at Location Stake = 6884.5'

10" Nail
Reference Point



DRAWN BY:	P. BOYLEN
CHECKED BY:	J.S.H.
DATE:	9/27/00
SCALE:	1"=50'
SHEET NO.:	634
DRAWING NO.:	A-2
SHEET	2 of 4

Castle Valley

3266 South 125 West
Price, Utah 84501
(801) 637-9300
FAX (801) 637-2833

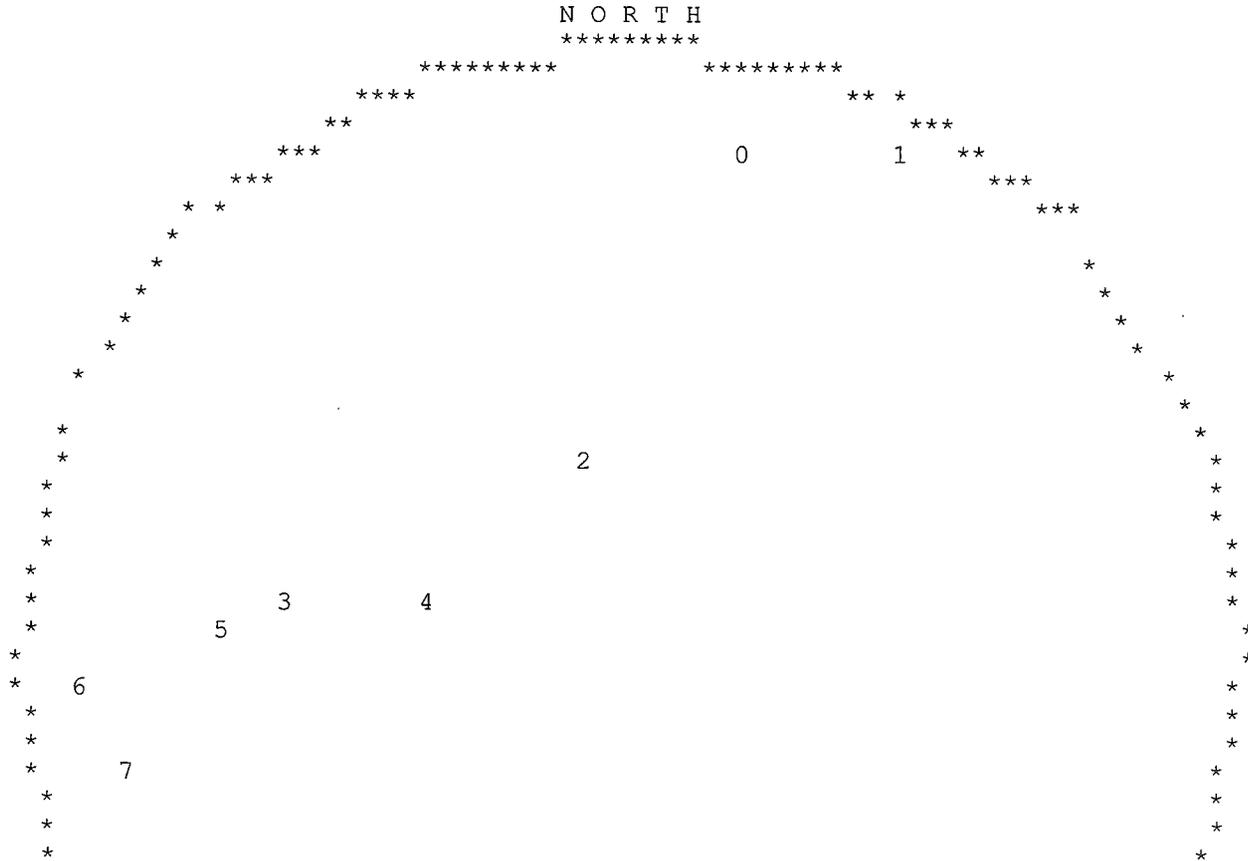
Sealed

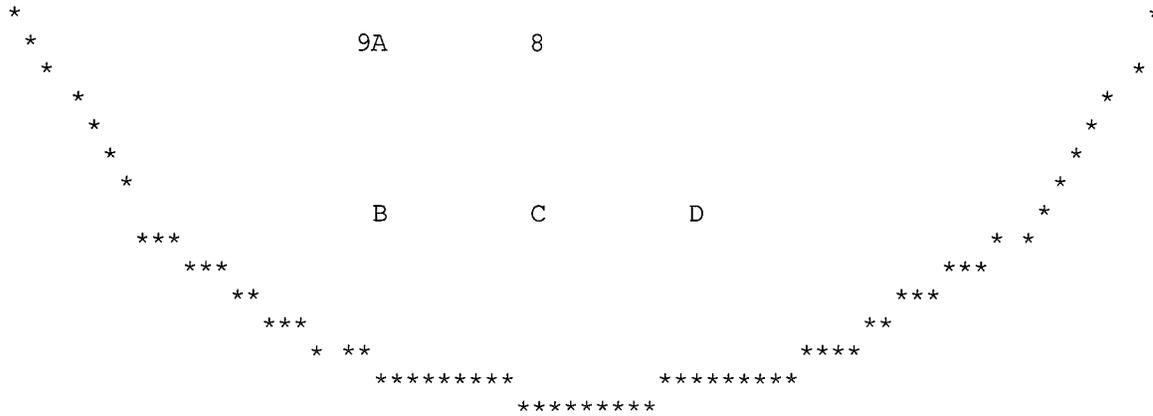
River Gas Corporation
Location Layout
Section 26, T15S, R8E, S.L.B.&M.
Well # 26-464

UTAH DIVISION OF WATER RIGHTS
WATER RIGHT POINT OF DIVERSION PLOT CREATED WED, APR 25, 2001, 10:34 AM
PLOT SHOWS LOCATION OF 17 POINTS OF DIVERSION

PLOT OF AN AREA WITH A RADIUS OF 5280 FEET FROM A POINT
N 1527 FEET, W 285 FEET OF THE SE CORNER,
SECTION 26 TOWNSHIP 15S RANGE 8E SL BASE AND MERIDIAN

PLOT SCALE IS APPROXIMATELY 1 INCH = 2000 FEET





UTAH DIVISION OF WATER RIGHTS
 NWPLAT POINT OF DIVERSION LOCATION PROGRAM

MAP CHAR	WATER RIGHT	QUANTITY CFS	AND/OR AC-FT	SOURCE DESCRIPTION or WELL INFO DIAMETER DEPTH YEAR LOG	POINT OF DIVERSION DESCRIPTION NORTH EAST CNR SEC TWN RNG B&M	
0	91 1156	.0000	.00	Miller Creek		
		WATER USE(S): STOCKWATERING Dees, Carl F. Jr and Amy			P.O. Box 981	PRIORITY DATE: 00/00/18 Price
1	91 1634	.0000	.00	Miller Creek		
		WATER USE(S): River Gas Corporation Texaco Exploration And Production Inc Dominion Reserves - Utah Inc			511 Energy Center Boulevard P.O. Box 2100 901 East Byrd St.	PRIORITY DATE: 00/00/18 Northport Denver Richmond
1	91 1634	.0000	.00	Miller Creek		
		WATER USE(S): River Gas Corporation Texaco Exploration And Production Inc Dominion Reserves - Utah Inc			511 Energy Center Boulevard P.O. Box 2100 901 East Byrd St.	PRIORITY DATE: 00/00/18 Northport Denver Richmond

WATER USE(S):
Potter, James

PRIORITY DATE: 00/00/19
Huntington

C 91 3230 .0000 .00 Washboard Wash

WATER USE(S):
Potter, James

PRIORITY DATE: 00/00/18
Huntington

D 91 3162 .0000 .00 Washboard Wash

WATER USE(S): STOCKWATERING
State of Utah School & Institutional Tru 675 East 500 South, 5th Floor

PRIORITY DATE: 00/00/18
Salt Lake City

05-01 Phillips 26-464

Casing Schematic

Surface

11-3/4"
MW 8.3

8-5/8"
MW 8.3
Frac 19.3

TOC @ 0.
TOC @ conductor
40. MD

Surface
400. MD

w/ 13% WASHOUT

BOP

$$\begin{aligned}
 .052(8.3) 4000 &= 1733 \\
 .12(4000) &= \langle 480 \rangle \\
 \hline
 &1253 \text{ psi}
 \end{aligned}$$

∴ 3M-SRRG BOP

ADEQUATE

RAM 5/9/01

T_{FERRON} 13470

TOC @
988.

Production
3990. MD

5-1/2"
MW 8.3

w/ 15% WASHOUT

Well name:	05-01 Phillips 26-464	
Operator:	Phillips Petroleum Corp.	
String type:	Production	Project ID: 43-007-30755
Location:	Carbon County	

Design parameters:

Collapse

Mud weight: 8.330 ppg
Design is based on evacuated pipe.

Burst

Max anticipated surface pressure: 0 psi
Internal gradient: 0.433 psi/ft
Calculated BHP: 1,727 psi

No backup mud specified.

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Tension:

8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.50 (B)

Tension is based on air weight.
Neutral point: 3,486 ft

Environment:

H2S considered? No
Surface temperature: 65 °F
Bottom hole temperature: 121 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 368 ft

Cement top: 988 ft

Non-directional string.

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	3990	5.5	17.00	N-80	LT&C	3990	3990	4.767	137.5
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	1727	6290	<u>3.64</u>	1727	7740	<u>4.48</u>	68	348	<u>5.13 J</u>

Prepared R.A.McKee
by: Utah Dept. of Natural Resources

Date: May 9,2001
Salt Lake City, Utah

ENGINEERING STIPULATIONS: NONE

Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.
Collapse is based on a vertical depth of 3990 ft, a mud weight of 8.33 ppg. The casing is considered to be evacuated for collapse purposes.
Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

Well name:	05-01 Phillips 26-464	
Operator:	Phillips Petroleum Corp.	Project ID:
String type:	Surface	43-007-30755
Location:	Carbon County	

Design parameters:

Collapse
Mud weight: 8.330 ppg
Design is based on evacuated pipe.

Minimum design factors:

Collapse:
Design factor 1.125

Environment:

H2S considered? No
Surface temperature: 65 °F
Bottom hole temperature: 71 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 150 ft

Burst

Max anticipated surface pressure: 0 psi
Internal gradient: 0.433 psi/ft
Calculated BHP 173 psi

Burst:

Design factor 1.00

Cement top: Surface

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.50 (B)

Non-directional string.

Tension is based on air weight.
Neutral point: 350 ft

Re subsequent strings:

Next setting depth: 3,990 ft
Next mud weight: 8.330 ppg
Next setting BHP: 1,727 psi
Fracture mud wt: 19.250 ppg
Fracture depth: 400 ft
Injection pressure 400 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	400	8.625	24.00	J-55	ST&C	400	400	7.972	19.3
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	173	1370	7.91	173	2950	17.04	10	244	25.42 J

Prepared R.A.McKee
by: Utah Dept. of Natural Resources

Date: May 9,2001
Salt Lake City, Utah

ENGINEERING STIPULATIONS: NONE
Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.
Collapse is based on a vertical depth of 400 ft, a mud weight of 8.33 ppg The casing is considered to be evacuated for collapse purposes.
Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

DIVISION OF OIL, GAS AND MINING
APPLICATION FOR PERMIT TO DRILL
STATEMENT OF BASIS

Operator Name: Phillips Petroleum Company

Name & Number: Pierucci 26-464

API Number: 43-007-30755

Location: 1/4, 1/4 NESE Sec. 26 T. 15 S R. 8 E **County:** Carbon

Geology/Ground Water:

An aquifer containing minor volumes of high quality ground water will be penetrated. A moderately permeable soil is developed on Quaternary / Tertiary Pediment Mantle covering the Upper Portion of the Blue Gate Member of the Mancos Shale. The Emery Sandstone Member of the Mancos Shale is likely in the subsurface at this location and may contain a minor ground water resource. The proposed casing and cementing program should adequately isolate any zones of fresh water that may be penetrated but the operator must extend the surface casing setting depth as needed to completely contain all Emery Sandstone Member strata. This well may penetrate upper, middle and lower Emery Sandstone Member strata.

Reviewer: Christopher J. Kierst

Date: 5/8/2001

Surface:

The state Division of Water Rights records 4 water wells and 1 spring within a mile of the location. The water wells are of unknown depth but most likely are very shallow and, anecdotally, hand dug. There is also a remote possibility that these may have penetrated an aquifer in the Emery Sandstone Member of the Mancos Shale. The nearest moving surface waters are in Miller Creek ~2,000' northwest. The Hiawatha tailings pile is ~3/4 mile southwest. Surface water may also be found at Clawson Spring, ~2 1/2 miles east. The site was photographed and characterized on 4/27/2001. Provision was made to ensure site rehabilitation, litter and waste control, preservation of drainage patterns and the integrity of local infrastructure, groundwater and other resources. The surface is stable. Well utilities and the water gathering system will follow the approach roadway. There are no wildlife issues besides winter drilling restrictions from December 1st to April 15th of each year. The operator has elected to abide by those restrictions unless the Division of Wildlife Resources grants an exemption or waiver. Precipitation will be diverted around the location into the existing gullies and berms will be established to keep pollutants from entering or leaving the well pad.

Reviewer: Christopher J. Kierst

Date: 5/8/2001

Conditions of Approval/Application for Permit to Drill:

- 1) Culverts sufficient to manage expected runoff, standing and surface water in crossed drainages.
- 2) Berm location and pit.
- 3) Site infrastructure as per amended drilling location plat.
- 4) A properly installed and maintained, minimum 12 mil thickness, synthetic pit liner is required.
- 5) Soil storage as per amended drilling location plat.
- 6) Extend surface casing as needed to contain any water in the Emery Sandstone Member of the Mancos Shale.



State of Utah
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

Michael O. Leavitt
Governor

Kathleen Clarke
Executive Director

Lowell P. Braxton
Division Director

1594 West North Temple, Suite 1210
PO Box 145801
Salt Lake City, Utah 84114-5801
801-538-5340
801-359-3940 (Fax)
801-538-7223 (TDD)

July 30, 2001

Phillips Petroleum Company
PO Box 851
Price, UT 84501

Re: Pierucci 26-464 Well, 1527' FSL, 285' FEL, NE SE, Sec. 26, T. 15 South, R. 8 East,
Carbon County, Utah

Gentlemen:

Pursuant to the provisions and requirements of Utah Code Ann. § 40-6-1 *et seq.*, Utah Administrative Code R649-3-1 *et seq.*, and the attached Conditions of Approval, approval to drill the referenced well is granted.

Appropriate information has been submitted to DOGM and administrative approval of the requested exception location is hereby granted.

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-007-30755.

Sincerely,

A handwritten signature in cursive script that reads "John R. Baza".

John R. Baza
Associate Director

er

Enclosures

cc: Carbon County Assessor

Operator: Phillips Petroleum Company
Well Name & Number Pierucci 26-464
API Number: 43-007-30755
Lease: Private

Location: NE SE Sec. 26 T. 15 South R. 8 East

Conditions of Approval

1. General

Compliance with the requirements of Utah Admin. R. 649-1 *et seq.*, the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

2. Notification Requirements

The operator is required to notify the Division of Oil, Gas and Mining of the following actions during drilling of this well:

- 24 hours prior to cementing or testing casing
- 24 hours prior to testing blowout prevention equipment
- 24 hours prior to spudding the well
- within 24 hours of any emergency changes made to the approved drilling program
- prior to commencing operations to plug and abandon the well

The following are Division of Oil, Gas and Mining contacts and their work telephone numbers (please leave a voice mail message if the person is not available to take the call):

- Dan Jarvis at (801) 538-5338
- Carol Daniels at (801) 538-5284 (spud)

3. Reporting Requirements

All required reports, forms and submittals will be promptly filed with the Division, including but not limited to the Entity Action Form (Form 6), Report of Water Encountered During Drilling (Form 7), Weekly Progress Reports for drilling and completion operations, and Sundry Notices and Reports on Wells requesting approval of change of plans or other operational actions.

4. Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis. (Copy Attached)

SPUDDING INFORMATION

Name of Company: PHILLIPS PETROLEUM COMPANY

Well Name: PIERUCCI 26-464

Api No. 43-007-30755 LEASE TYPE: FEE

Section 26 Township 15S Range 08E County CARBON

Drilling Contractor PENSE BROTHERS DRILLING RIG # 9

SPUDDED:

Date 08//23/2001

Time 1:00 PM

How DRY

Drilling will commence _____

Reported by FRANKIE HATHAWAY

Telephone # 1-435-613-9777

Date 08/24/2001 Signed: CHD

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING
ENTITY ACTION FORM - FORM 6

OPERATOR Phillips Petroleum Company
ADDRESS 6825 S. 5300 W. P.O. Box 851
Price, UT 84501

OPERATOR ACCT. NO. 1475

ACTION CODE	CURRENT ENTITY NO.	NEW ENTITY NO.	API NUMBER	WELL NAME	WELL LOCATION					SPUD DATE	EFFECTIVE DATE
					OO	SC	TP	RG	COUNTY		
A	99999	13313	43-007-30755	Pierucci 26-464	NESE	26	15S	08E	Carbon	8/23/01	9-27-01
WELL 1 COMMENTS: New single well, new spud outside PA and outside of Unit boundary CONFIDENTIAL											
B	99999	11256	43-007-30424	USA 21-184	SWSW	21	14S	09E	Carbon	8/28/01	9-27-01
WELL 2 COMMENTS: New single well, new spud inside PA and inside of Unit boundary CONFIDENTIAL											
A	99999	13314	43-015-30419	USA 10-363	NWSW	10	16S	09E	Emery	8/27/01	9-27-01
WELL 3 COMMENTS: New single well, new spud outside PA but inside of Unit boundary CONFIDENTIAL											
A	99999	13315	43-015-30425	USA 10-364	SWSE	10	16S	09E	Emery	8/30/01	9-27-01
WELL 4 COMMENTS: New single well, new spud outside PA but inside of Unit boundary CONFIDENTIAL											
A	99999	13316	43-007-30504	USA 04-469	SWNE	04	14S	09E	Carbon	8/31/01	9-27-01
WELL 5 COMMENTS: New single well, new spud outside PA but inside of Unit boundary CONFIDENTIAL											

ACTION CODES (See Instructions on back of form)

- A - Establish new entity for new well (single well only)
- B - Add new well to existing entity (group or unit well)
- C - Re-assign well from one existing entity to another existing entity
- D - Re-assign well from one existing entity to a new entity
- E - Other (explain in comments section)

NOTE: Use COMMENT section to explain why each Action Code was selected.

(3/89)

RECEIVED

SEP 27 2001

DIVISION OF
OIL, GAS AND MINING

Signature Frankie Hathaway

Title Administrative Assistant Date 9/25/01

Phone No. (435)613-9777

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

CONFIDENTIAL

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, deepen existing wells, or to reenter plugged and abandoned wells.
Use APPLICATION FOR PERMIT TO DRILL OR DEEPEN form for such proposals.

1. Type of Well: OIL <input type="checkbox"/> GAS <input checked="" type="checkbox"/> OTHER:		5. Lease Designation and Serial Number: Private
2. Name of Operator: Phillips Petroleum Company		6. If Indian, Allottee or Tribe Name: N/A
3. Address and Telephone Number: 6825 S. 5300 W. P.O. Box 851 Price, Utah 84501 (435) 613-9777		7. Unit Agreement Name: Drunkards Wash UTU-67921X
4. Location of Well Footages: 1527' FSL, 285' FEL QQ, Sec., T., R., M.: NE/4 SE/4 SEC. 26, T15S, R08E, SLB & M		8. Well Name and Number: Pierucci 26-464
		9. API Well Number: 43-007-30755
		10. Field or Pool, or Wildcat: Drunkards Wash
		County: Carbon County State: Utah

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

NOTICE OF INTENT (Submit in Duplicate)	SUBSEQUENT REPORT (Submit Original Form Only)
<input type="checkbox"/> Abandon <input type="checkbox"/> Repair Casing <input type="checkbox"/> Change of Plans <input type="checkbox"/> Convert to Injection <input type="checkbox"/> Fracture Treat or Acidize <input type="checkbox"/> Multiple Completion <input type="checkbox"/> Other _____ Approximate date work will start _____	<input type="checkbox"/> Abandon * <input type="checkbox"/> Repair Casing <input type="checkbox"/> Change of Plans <input type="checkbox"/> Convert to Injection <input type="checkbox"/> Fracture Treat or Acidize <input checked="" type="checkbox"/> Other <u>Spud Notice</u> Date of work completion _____
<input type="checkbox"/> New Construction <input type="checkbox"/> Pull or Alter Casing <input type="checkbox"/> Recomplete <input type="checkbox"/> Reperforate <input type="checkbox"/> Vent or Flare <input type="checkbox"/> Water Shut-Off	<input type="checkbox"/> New Construction <input type="checkbox"/> Pull or Alter Casing <input type="checkbox"/> Reperforate <input type="checkbox"/> Vent or Flare <input type="checkbox"/> Water Shut-Off

Report results of Multiple Completions and Recompletions to different reservoirs on WELL COMPLETION OR RECOMPLETION REPORT AND LOG form.
* Must be accompanied by a cement verification report.

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)

Please be advised that the Pierucci 26-464 well was spud on 8/23/01 at 10:30 am.
Pense Bros. Rig #9
Dry Drill

ORIGINAL

CONFIDENTIAL

13. Name & Signature: Frankie Hathaway *Frankie Hathaway* Title: Administrative Assistant Date: 11/6/01

(This space for state use only)

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, deepen existing wells, or to reenter plugged and abandoned wells.
Use APPLICATION FOR PERMIT TO DRILL OR DEEPEN form for such proposals.

1. Type of Well: OIL <input type="checkbox"/> GAS <input checked="" type="checkbox"/> OTHER: _____		5. Lease Designation and Serial Number: Private
2. Name of Operator: Phillips Petroleum Company		6. If Indian, Allottee or Tribe Name: N/A
3. Address and Telephone Number: 6825 S. 5300 W. P.O. Box 851 Price, Utah 84501 (435) 613-9777		7. Unit Agreement Name: Drunkards Wash UTU-37921X
4. Location of Well Footages: 1527' FSL, 285' FEL QQ, Sec., T., R., M.: NE/4 SE/4 SEC. 26, T15S, R08E, SLB & M		8. Well Name and Number: Pierucci 26-464
		9. API Well Number: 43-007-30755
		10. Field or Pool, or Wildcat: Drunkards Wash
		County: Carbon County State: Utah

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

NOTICE OF INTENT (Submit in Duplicate)	SUBSEQUENT REPORT (Submit Original Form Only)
<input type="checkbox"/> Abandon <input type="checkbox"/> Repair Casing <input type="checkbox"/> Change of Plans <input type="checkbox"/> Convert to Injection <input type="checkbox"/> Fracture Treat or Acidize <input type="checkbox"/> Multiple Completion <input type="checkbox"/> Other _____ Approximate date work will start _____	<input type="checkbox"/> Abandon * <input type="checkbox"/> Repair Casing <input type="checkbox"/> Change of Plans <input type="checkbox"/> Convert to Injection <input type="checkbox"/> Fracture Treat or Acidize <input checked="" type="checkbox"/> Other <u>Well Report</u> Date of work completion _____ Report results of Multiple Completions and Recompletions to different reservoirs on WELL COMPLETION OR RECOMPLETION REPORT AND LOG form. * Must be accompanied by a cement verification report.
<input type="checkbox"/> New Construction <input type="checkbox"/> Pull or Alter Casing <input type="checkbox"/> Recomplete <input type="checkbox"/> Reperforate <input type="checkbox"/> Vent or Flare <input type="checkbox"/> Water Shut-Off	<input type="checkbox"/> New Construction <input type="checkbox"/> Pull or Alter Casing <input type="checkbox"/> Reperforate <input type="checkbox"/> Vent or Flare <input type="checkbox"/> Water Shut-Off

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)

See Attached:

ORIGINAL

CONFIDENTIAL

13.

Name & Signature: Frankie Hathaway *Frankie Hathaway* Title: Administrative Assistant Date: 11/6/01

(This space for state use only)

DRUNKARDS WASH PROJECT DAILY WELL REPORT

CONFIDENTIAL

Pierucci 26-464

API NO: 43-007-30755

1527 FSL, 285 FEL

NESE SEC: 25 TWN 15S RNG 08E

SPUD TIME/DATE: 8/23/2001 10:30:00 AM

COUNTY: Carbon

TD TIME/DATE: 8/26/2001 7:30:00 PM

ELEVATION: 6885

TD DEPTH: 3960

DRILLING CONTRACTOR: Pense Brothers Rig #9

ON-LINE TIME/DATE:

Bit Information

Type	Size	In	Out	Hours	Rotating Hours
Air Hammer	15 in	0.00	30.00	1.5	1
Tri-cone	15 in	30.00	110.00	4	3
Air Hammer	11 in	110.00	410.00	4	3
Air Hammer	7 7/8	410.00	2900.00	20	17
Tri-cone	7 7/8	2900.00	3960.00	38.5	16.5

Conductor Casing

Bore Hole Size: 15 in Conductor From: 0.00 To: 110.00

Casing Description: 12 3/4in PE Number of Joints: 4 Set @: 110.00

Cement: Amount:

Cement Report:

Surface Casing

Bore Hole Size: 11 in Surface Casing From: 110.00 To: 410.00

Casing Description: 8 5/8 in 24#/ft J-55 Number of Joints: 14 Set @: 406.00

Cement: G + 2%S-1 + 1/4#/sk D-29 Amount 175.00

Cement Report: rigged up hall., safety meeting, tested lines, then pumped 175 sks of g cement, displaced with 24 bbls. Of water, with no cement returns to surface, top fill well bore, rigged down hall. Waiting for bop test. Bs

Production Casing

Bore Hole Size: 7 7/8 in Prod.Casing From: 0.00 To: 3960.00

Casing Description: 5 1/2 in 17#/ft N-80 Number of Joints: 92 Length: 3950.00

Lead Cement 50/50 POZ, 8%D20, 10%D44, 2%S001, 1/4#/sk Amount: 400.00

Tail Cement: 10-1 RFC Amount: 90.00

Cement Report: rigged up hall., safety meeting, tested lines, then pumped 100 bbls. Broke circulation, then washed down 6 ft. of fill, & pumped 10 bbl. Gell pill & 10 bbl. Spacer, then pumped 400 sks of 50/50 poz & 90 sks of rfc, (added 2 sks of flake) displaced with 91.5 bbls. Of water with 5 bbls. Returns of good cement, plug down time @ 7:05pm, tested plug (held), Rigged down hall. Shut down for night.bs

Float Equipment: 5 1/2 float shoe Centralizers ran on: 2,5,9,13,21,

Drilling Data**DAY 1 8/24/2001**

CURRENT DEPTH 410 CURRENT OPERATIONS: setting surface pipe ROTATING HRS: 7.00

7am-9am moving on location, 9am-10am serviced equipment, 10am-11am rigged up to drill spud @ 10:30am & drilling, 11am-12pm set up mud pump & mixed mud, 12pm-3pm drilled to 110 ft., 3pm-4pm tripped out of hole, 4pm-7:30pm set 110 ft. of conductor, 7:30pm-9pm nipples up & chained down can, 9pm-12am drilling surface hole, 12am-1am drilled to 410 ft. pulled rods, 1am-2am run 406 ft. of casing, 2am-3:30am stacked out & pulled casing, 3:30am-4am nipples up to drill, 4am-5am tripped in & cleaned hole, 5am-6am tripped out of hole, 6am-7am run casing back in hole. Bs

Estimated Daily Cost: [REDACTED]**DAY 2 8/25/2001**

CURRENT DEPTH 590 CURRENT OPERATIONS: drilling ROTATING HRS: 0.00

7am-8am rigged up cementers & cemented well, 8am-1:30pm waiting on cement to set, 1:30pm-2:30pm broke loose & set bop, 2:30pm-4pm run blow line & nipples up to drill, 4pm-6pm tested bop, 6pm-7pm put on substructure & changed bit, 7pm-8pm put on rubber & drilled out cement, 8pm-9pm drilled 30 ft. & hammer was not drilling right, 9pm-10pm tripping out to change bits, 10pm-12am out of hole worked on hammer, 12am-1am changed out choke & run in hole, 1am-3am drilling @ 530 ft., 3am-4am @ 560 ft., 4am-5am tripped out to change foot valve, 5am-6am changed bits tripped back in hole, 6am-7am drilling @ 590 ft. bs

Estimated Daily Cost: [REDACTED]**DAY 3 8/26/2001**

CURRENT DEPTH 3170 CURRENT OPERATIONS: drilling ROTATING HRS: 21.0

7am-8am drilling @ 740 ft., 8am-11am @ 1130 ft., 11am-2pm @ 1650 ft., 2pm-5pm @ 2190 ft., 5pm-8pm 2750 ft., 8pm-9pm @ 2900 ft., 9pm-12:15am injected water conditioned hole & tripped out, 12:15am-12:45am run drill collars, 12:45am-3:45am tripped in hole, 3:45am-5am drilling @ 3020 ft., 5am-7am @ 3170 ft. bs

Estimated Daily Cost: [REDACTED]**DAY 4 8/27/2001**

CURRENT DEPTH 3960 CURRENT OPERATIONS: circulating hole, ROTATING HRS: 12.5

7am-8am drilling @ 3260 ft., 8am-11am @ 3500 ft., 11am-2pm @ 3710 ft., 2pm-5pm @ 3800 ft., 5pm-7:30pm drilled to td @ 3960 ft., 7:30pm-8:30pm cleaned hole, 8:30pm-10pm tripped out to check valve, 10pm-12am mixed mud (7 tubs), 12am-3:30am tripped back to bottom & drilled down through 70 ft. of fill, 3:30am-5:30am circulated hole, 5:30am-7am back on bottom & circulating. Bs

Estimated Daily Cost: [REDACTED]**DAY 5 8/28/2001**

CURRENT DEPTH 3960 CURRENT OPERATIONS: run 5 1/2 casing ROTATING HRS: 0.00

7am-8:30am circulated hole, 8:30am-12:30pm tripped out of hole, 12:30pm-1:30pm laid down collars, 1:30pm-2pm rigged up loggers, 2pm-4:30pm logged well & rigged down loggers, released rig @ 4:30pm. 4:30pm-7pm moving rig, 7pm-7am no activity. bs

Estimated Daily Cost: [REDACTED]**DAY 6 8/29/2001**

CURRENT DEPTH 3960 CURRENT OPERATIONS: scraper run ROTATING HRS: 0.00

rigged up rig, set pipe racks, unloaded pipe, talley pipe, tripped in hole with, 92 jts. Of 5 1/2 casing, washed down 6 ft. of fill, landed @ 3949.87 ft., rigged up hall & pumped 400sk of lead & 90 sks of tail, displaced with 91.6 bbls of water, with 5 bbls. Of returns of good cement, tested float (held) rigged down hall. & rig, shut down for night. Bs

Estimated Daily Cost: [REDACTED]**DAY 7 9/1/2001**

CURRENT DEPTH 0 CURRENT OPERATIONS: ROTATING HRS: 0.00

r/up workover, n/down bope, n/up well head, rih w/ 4 3/4in nom scraper & 2 jts of tbq, s/down & work on rig,

Estimated Daily Cost: [REDACTED]

DAY 8 9/5/2001

CURRENT DEPTH 3960 CURRENT OPERATIONS: scraper run ROTATING HRS: 0.00
tripped in hole with 124 jts. Of 2 7/8 tubing, tagged up @ 3946, tripped out with 30 jts. Shut down for night. Bs

Estimated Daily Cost: [REDACTED]

DAY 9 9/6/2001

CURRENT DEPTH 3960 CURRENT OPERATIONS: none ROTATING HRS: 0.00
finished tripping out with 94 jts of tubing, rigged down, moved off location. Bs.

Estimated Daily Cost: [REDACTED]

DAY 10 10/16/2001

CURRENT DEPTH 0 CURRENT OPERATIONS: Perforation/Stimulation ROTATING HRS: 0.00

Rig up Halliburton, perforate and frac three zones:

Upper Ferron: 3495-3534

Middle Ferron: 3560-3611

Lower Ferron: 3628-3653

MW

Estimated Daily Cost: [REDACTED]

Cum. Estimated Daily Cost: [REDACTED]

Frac Data

Upper Ferron: Had extra 16/30 sand-put an extra 28,000# into last stage.

Middle Ferron: No comments.

Lower Ferron: Rapidly rising pressure at 70 bpm caused us to cut rate and sand short. Barely got sand displaced to perms.

Completion Data

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

CONFIDENTIAL

WELL COMPLETION OR RECOMPLETION REPORT AND LOG										5. LEASE DESIGNATION AND SERIAL NO. Private	
1a. TYPE OF WELL: OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> DRY <input type="checkbox"/> Other _____										6. IF INDIAN, ALLOTTEE OR TRIBE NAME N/A	
b. TYPE OF COMPLETION: NEW WELL <input checked="" type="checkbox"/> WORK OVER <input type="checkbox"/> DEEP-EN <input type="checkbox"/> PLUG BACK <input type="checkbox"/> DIFF. RESVR. <input type="checkbox"/> Other _____										7. UNIT AGREEMENT NAME Drunkards Wash UTU-67921X	
2. NAME OF OPERATOR Phillips Petroleum Company										8. FARM OR LEASE NAME Pierucci	
3. ADDRESS OF OPERATOR 6825 S. 5300 W. P.O. Box 851 Price, Utah 84501 (435) 613-9777										9. WELL NO. 26-464	
4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements) At surface 1527' FSL & 285' FEL At top prod. interval reported below At total depth										10. FIELD AND POOL, OR WILDCAT Drunkards Wash	
14. API NO. 43-007-30755 DATE ISSUED 7/30/01										12. COUNTY Carbon	13. STATE Utah
15. DATE SPUNDED 8/23/01		16. DATE T.D. REACHED 8/26/01		17. DATE COMPL. (Ready to plug & Abd.) 8/17/01		18. ELEVATIONS (DF, REB, RT, GR, ETC.) 6885'		19. ELEV. CASINGHEAD N/A			
20. TOTAL DEPTH, MD & TVD 3960'		21. PLUG BACK T.D., MD & TVD 3950'		22. IF MULTIPLE COMPL., HOW MANY N/A		23. INTERVALS DRILLED BY		ROTARY TOOLS to TD		CABLE TOOLS N/A	
24. PRODUCING INTERVAL(S), OF THIS COMPLETION--TOP, BOTTOM, NAME (MD OR TVD) Ferron Coal - Top Coal 3495' & Bottom Coal 3653'										25. WAS DIRECTIONAL SURVEY MADE	
26. TYPE ELECTRIC AND OTHER LOGS RUN Dual Induction, Laterolog, SFF, Caliper, Comp Density & Neutron										27. WAS WELL CORED YES <input type="checkbox"/> NO <input checked="" type="checkbox"/> DRILL STEM TEST YES <input type="checkbox"/> NO <input checked="" type="checkbox"/>	
28. CASING RECORD (Report all strings set in well)											
CASING SIZE	WEIGHT, LB./FT.	DEPTH SET (MD)	HOLE SIZE	CEMENT RECORD				AMOUNT PULLED			
12 3/4"	Conductor	110'	15"	175 sks Class G, 2%, 4% Gell & 1/4#/sk Floccel							
8 5/8"	J-53 24#	406'	11"	400 sks 50/50 POZ, 8% D-20, 10% D-44, 2% S-1							
5 1/2"	N-30 17#	3950'	7 7/8"	90 sks 10-1 RFC (Thixotropic)							
29. LINER RECORD					30. TUBING RECORD						
SIZE	TOP (MD)	BOTTOM (MD)	SACKS CEMENT	SCREEN (MD)	SIZE	DEPTH SET (MD)		PACKER SET			
					2-7/8"	3755'		N/A			
31. PERFORATION RECORD (Interval, size and number) Ferron Coal Upper: 3495'-3496', 3499'-3500', 3529'-3531', 3533'-3534' Middle: 3560'-3569', 3603'-3610', 3611'-3613' Lower: 3628'-3631', 3636'-3638', 3642'-3653'					32. ACID, SHOT, FRACTURE, CEMENT SQUEEZE, ETC.						
					DEPTH INTERVAL (MD)	AMOUNT AND KIND OF MATERIAL USED					
					Upper 3495'-3534'	7,000#, 20/40; 46,600#, 16/30; 23,800 gal fluid					
					Middle 3560'-3613'	10,000#, 20/40; 97,000#, 16/30; 27,984 gal fluid					
					Lower 3628'-3653'	11,000#, 20/40; 19,000#, 16/30; 22,986 gal fluid					
33. PRODUCTION											
DATE FIRST PRODUCTION 10/24/01		PRODUCTION METHOD (Flowing, gas lift, pumping---size and type of pump) Pumping - 2 1/2" x 2" x 16' RWAC						WELL STATUS (Producing or shut-in) Producing			
DATE OF TEST 10/24/01	HOURS TESTED 24hrs.	CHOKE SIZE -----	PROD'N. FOR TEST PERIOD	OIL---BBL. N/A	GAS---MCF. 0	WATER---BBL. 2	GAS OIL RATIO 1.0				
FLOW. TUBING PRESS. 55	CASING PRESSURE 30	CALCULATED 24-HOUR RATE	OIL---BBL. N/A	GAS---MCF. 0	WATER---BBL. 2	OIL GRAVITY - API (CORR.) N/A					
34. DISPOSITION OF GAS (Sold, used for fuel, vented, etc.) SOLD					TEST WITNESSED BY Jerry H. Dietz						
35. LIST OF ATTACHMENTS											
36 I hereby certify that the foregoing and attached information is complete and correct as determined from all available records											
SIGNED Jean Semborski	TITLE Permitting Analyst				DATE 12/12/01						

CONFIDENTIAL
EXPIRED
ON 11-12-02

CONFIDENTIAL

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, deepen existing wells, or to reenter plugged and abandoned wells. Use APPLICATION FOR PERMIT TO DRILL OR DEEPEN form for such proposals.

1. Type of Well: OIL GAS OTHER

CONFIDENTIAL

2. Name of Operator: Phillips Petroleum Company

3. Address and Telephone Number: 6825 South 5300 West, P.O. Box 851, Price, UT 84501 (435) 613-9777

4. Location of Well Footages: 1527' FSL, 285' FEL
QQ, Sec., T., R., M.: NE/SE, SEC. 26, T15S, R08E, SLB & M

5. Lease Designation and Serial Number:

Private

6. If Indian, Allottee or Tribe Name:

N/A

7. Unit Agreement Name:

UTU67921X Drunkards Wash

8. Well Name and Number:

Pierucci 26-464

9. API Well Number:

43-007-30755

10. Field or Pool, or Wildcat:

Drunkards Wash

County: Carbon County

State: Utah

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

NOTICE OF INTENT (Submit in Duplicate)

- Abandon, Repair Casing, Change of Plans, Convert to Injection, Fracture Treat or Acidize, Multiple Completion, Other, New Construction, Pull or Alter Csg, Recomplete, Reperforate, Vent or Flare, Water Shut-Off

SUBSEQUENT REPORT (Submit Original Form Only)

- Abandon *, Repair Casing, Change of Plans, Convert to Injection, Fracture Treat or Acidize, Other Chemical/Flush Treatment, New Construction, Pull or Alter Csg, Reperforate, Vent or Flare, Water Shut-Off

Date of work completion 07/10/2002

Report results of Multiple Completions and Recompletions to different reservoirs on WELL COMPLETION OR RECOMPLETION REPORT AND LOG form.

* Must be accompanied by a cement verification report.

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)

Please be advised that the above referenced well was chemically treated with 4000 gallons of low Ph fluid & 250 gallons of 4% HCL on 07/10/2002.

RECEIVED

AUG 14 2002

DIVISION OF OIL, GAS AND MINING

13.

Name & Signature: Lynnette Allred

[Handwritten Signature]

Title: Operations Clerk—Production

Date: 08/07/2002

(This space for state use only)



8730 ...
...

Re: Notice of Address Change, Merger and Name Change
Address Change effective **December 2, 2002**
Merger and Name Change effective **December 31, 2002**

Divisions of Oil, Gas, and Mining
Attn: Mr. John Baza
1594 West North Temple,
Suite 1210, P. O. Box 145801
Salt Lake City, UT 84114-5801

Gentlemen:

1. Effective December 2, 2002, Phillips Petroleum Company will close its Englewood, Colorado Rocky Mountain Region office. After that time, all correspondence, notices and invoice for Land related matters should be directed to the address(es) noted below. Note that until December 31, 2002, all properties in which Phillips held an interest will continue to be operated by Phillips Petroleum Company, a wholly-owned subsidiary of ConocoPhillips.

2. On December 31, 2002, Phillips Petroleum Company and Conoco Inc. will merge, and the surviving corporation will be renamed "ConocoPhillips Company".

In accordance with the notice provisions of the Operating Agreements and other agreements, if any, between our companies, please adjust your company/organization records, effective for address purposes as of December 2, 2002, and for company name purposes, as of January 1, 2003, to reflect the following information for addressing and delivery of notices, invoicing and payment, and communications with ConocoPhillips Company. This will also apply to Lease Sale notices and other lease-related correspondence and notifications.

U.S. Mail Address:

ConocoPhillips Company
P.O. Box 2197
Houston, Texas 77252
Attn: Chief Landman,
San Juan/Rockies

Physical Address & Overnight Delivery:

ConocoPhillips Company
550 Westlake Park Blvd.
Three Westlake Park
3WL, Room WL 9000
Houston, Texas 77079
Attn: Chief Landman,
San Juan/Rockies

All ballots and official notices/responses sent by facsimile transmission should be sent to the following contact:

Attn: Chief Landman,
San Juan/Rockies

Fax No.: 832-486-2688 or
832-486-2687

Please contact the undersigned immediately if you have any questions. This notice does not apply to royalty inquiries, joint interest billings, or revenue remittances. Please continue to use the same addresses you are currently using for these matters

Sincerely,

William Rainbolt

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DEC 02 2002

DIVISION OF
OIL, GAS AND MINING

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

		5. LEASE DESIGNATION AND SERIAL NUMBER:
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER <u>All</u>		8. WELL NAME and NUMBER: <u>See Attached List</u>
2. NAME OF OPERATOR: <u>Phillips Petroleum Company</u>		9. API NUMBER: <u>See List</u>
3. ADDRESS OF OPERATOR: <u>980 Plaza Office</u> CITY <u>Bartlesville</u> STATE <u>OK</u> ZIP <u>74004</u>		10. FIELD AND POOL, OR WILDCAT:
4. LOCATION OF WELL FOOTAGES AT SURFACE: <u>See Attached List</u>		COUNTY:
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
<input checked="" type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input checked="" type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> OTHER: _____
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Conoco Inc. was merged into Phillips Petroleum Company, the surviving corporation, on December 31, 2002. In connection with this merger and effective on the same date, the name of the surviving corporation was changed to "ConocoPhillips Company". We are requesting that a new Operator Number be assigned to ConocoPhillips Company.

Please send production reporting forms to Herb Henderson at ConocoPhillips Company, 315 S. Johnstone, 980 Plaza Office, Bartlesville, OK 74004. Herb's phone number is 918-661-4415.

Current Operator
Phillips Petroleum Company


Steve de Albuquerque

New Operator
ConocoPhillips Company


Yolanda Perez

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JAN 08 2003

DIV. OF OIL, GAS & MINING

NAME (PLEASE PRINT) <u>Yolanda Perez</u>	TITLE <u>Sr. Regulatory Analyst</u>
SIGNATURE 	DATE <u>12/30/2002</u>

(This space for State use only)

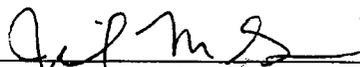


SECRETARY'S CERTIFICATE

I, the undersigned, Jennifer M. Garcia, Assistant Secretary of ConocoPhillips Company, formerly Phillips Petroleum Company, organized and existing under and by virtue of the laws of the State of Delaware (the "Corporation"), hereby certify that:

1. As Assistant Secretary I am authorized to execute this certificate on behalf of the Corporation.
2. The attached photocopy of the Certificate of Amendment to the Restated Certificate of Incorporation of Phillips Petroleum Company (to be renamed ConocoPhillips Company) is a true and correct copy as filed in the office of the Secretary of State of Delaware on the 12th day of December 2002, with an effective date of January 1, 2003 and such Certificate of Amendment has not been modified, amended, rescinded or revoked and is in full force and effect as of the date hereof.
3. The attached photocopy of the Certificate of Merger of Conoco Inc. with and into ConocoPhillips Company is a true and correct copy as filed in the office of the Secretary of State of Delaware on the 12th day of December 2002, with an effective date of December 31, 2002 and such Certificate of Merger has not been modified, amended, rescinded or revoked and is in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand as Assistant Secretary and affixed the corporate seal of the Corporation this 7th day of January 2003.

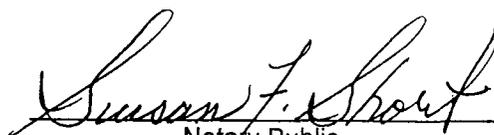

 Assistant Secretary
 ConocoPhillips Company

STATE OF TEXAS §
 §
 COUNTY OF HARRIS §

This instrument was acknowledged before me on January 7, 2003, by Jennifer M. Garcia, Assistant Secretary of ConocoPhillips Company, a Delaware corporation, on behalf of said Corporation.



RECEIVED
 JAN 08 2003


 Notary Public

Delaware

PAGE 1

The First State

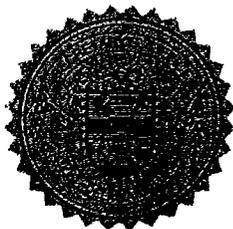
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PHILLIPS PETROLEUM COMPANY", CHANGING ITS NAME FROM "PHILLIPS PETROLEUM COMPANY" TO "CONOCOPHILLIPS COMPANY", FILED IN THIS OFFICE ON THE TWELFTH DAY OF DECEMBER, A.D. 2002, AT 1:41 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 11 O'CLOCK P.M.

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DIV. OF OIL, GAS & MINING



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2183360

DATE: 01-02-03

0064324 8100

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CERTIFICATE OF AMENDMENT
to the
RESTATED CERTIFICATE OF INCORPORATION
of
PHILLIPS PETROLEUM COMPANY
(to be renamed ConocoPhillips Company)

Phillips Petroleum Company ("Phillips"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies that:

1. The amendments to Phillips' Restated Certificate of Incorporation set forth below were duly adopted in accordance with the provisions of Section 242 of the DGCL and have been consented to in writing by the sole stockholder of Phillips in accordance with Section 228 of the DGCL.

2. Phillips' Restated Certificate of Incorporation is hereby amended by deleting Article I thereof and replacing in lieu thereof a new Article I reading in its entirety as follows:

"The name of the corporation (which is hereinafter referred to as the "Corporation") is ConocoPhillips Company."

3. Phillips' Restated Certificate of Incorporation is hereby amended by deleting Section 1 of Article IV thereof and replacing in lieu thereof a new Section 1 reading in its entirety as follows:

"Section 1. The Corporation shall be authorized to issue 2,100 shares of capital stock, of which 2,100 shares shall be shares of Common Stock, \$.01 par value ("Common Stock")."

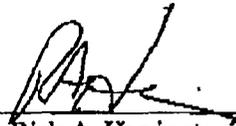
4. Pursuant to Section 103(d) of the DGCL, this amendment will become effective at 11:00 p.m., Eastern time, on December 31, 2002.

FROM RL&F#1

(THU) 12.12.02 13:32/ST. 13:31/NO. 4864756279 P 6

IN WITNESS WHEREOF, Phillips has caused this certificate to be executed this
12th day of December, 2002.

PHILLIPS PETROLEUM COMPANY

WJ
By: 
Name: Rick A. Harrington
Title: Senior Vice President, Legal,
and General Counsel

HOU03:884504.1

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DIV. OF OIL, GAS & MINING

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CONOCO INC.", A DELAWARE CORPORATION,

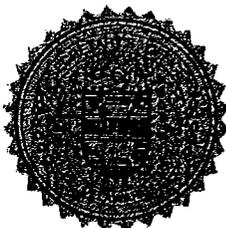
WITH AND INTO "CONOCOPHILLIPS COMPANY" UNDER THE NAME OF "CONOCOPHILLIPS COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF DECEMBER, A.D. 2002, AT 1:44 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 11:59 O'CLOCK P.M.

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JAN 08 2003

DIV. OF OIL, GAS & MINING



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2183370

0064324 8100M

030002793

DATE: 01-02-03

CERTIFICATE OF MERGER

of

Conoco Inc.
(a Delaware corporation)

with and into

ConocoPhillips Company
(a Delaware corporation)

Phillips Petroleum Company, a Delaware corporation to be renamed ConocoPhillips Company prior to the effective time of this certificate of merger (the "Surviving Corporation"), in compliance with the requirements of the General Corporation Law of the State of Delaware (the "DGCL") and desiring to effect a merger of Conoco Inc., a Delaware corporation formerly incorporated under the name Du Pont Holdings, Inc. (the "Merging Corporation," and together with the Surviving Corporation, the "Constituent Corporations"), with and into the Surviving Corporation, and acting by its duly authorized officer, DOES HEREBY CERTIFY that:

First: As of the date hereof, the name and state of incorporation of each of the Constituent Corporations of the merger are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
PHILLIPS PETROLEUM COMPANY	Delaware
CONOCO INC.	Delaware

Second: An agreement and plan of merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251 of the DGCL;

Third: The name of the Surviving Corporation will be ConocoPhillips Company;

Fourth: The Certificate of Incorporation of ConocoPhillips Company immediately prior to the merger shall be the Certificate of Incorporation of the Surviving Corporation until such time as it may be amended in accordance with applicable law and the provisions thereof.

Fifth: The executed agreement and plan of merger is on file at an office of the Surviving Corporation, the address of which is 600 North Dairy Ashford, Houston, Texas 77079;

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Sixth: A copy of the agreement and plan of merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation; and

Seventh: Pursuant to Section 103(d) of the DGCL, this certificate of merger will become effective at 11:59 p.m., Eastern time, on December 31, 2002.

Dated: December 12, 2002

PHILLIPS PETROLEUM COMPANY
(a Delaware corporation)

27

By: 
Name: Rick A. Harrington
Title: Senior Vice President, Legal,
and General Counsel

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JAN 08 2003
DIV. OF OIL, GAS & MINING

STATE OF UTAH
DEPARTMENT OF COMMERCE
REGISTRATION

CONOCOPHILLIPS COMPANY

EFFECTIVE
06/14/1946

EXPIRATION
*RENEWAL

REFERENCE NUMBER(S), CLASSIFICATION(S) & DETAIL(S)

Corporation - Foreign - Profit
562960-0143

UNITED STATES CORP CO
CONOCOPHILLIPS COMPANY
GATEWAY TOWER EAST STE 900
10 EAST SOUTH TEMPLE
SLC UT 84133

RECEIVED

JAN 08 2003

DIV. OF OIL, GAS & MINING

STATE OF UTAH
DEPARTMENT OF COMMERCE
DIVISION OF CORPORATIONS & COMMERCIAL CODE
REGISTRATION

EFFECTIVE DATE: 06/14/1946
EXPIRATION DATE: *RENEWAL
ISSUED TO: CONOCOPHILLIPS COMPANY



REFERENCE NUMBER(S), CLASSIFICATION(S) & DETAIL(S)

562960-0143 Corporation - Foreign - Profit

*RENEWAL

You will need to renew your registration each anniversary date of the effective date.

Exceptions: DBAs and Business Trusts renew every three (3) years from the effective date.

Utah Well List as of 12/26/02

API Well Number	Well Name	Well Type	Well Status	Sec	Twpn	Twpd	Rngn	Rngd
43-007-30887-00-00	ANDREEN 32-529	Gas Well	APD	32	14	S	10	E
43-007-30865-00-00	COTNER 29-549	Gas Well	APD	29	14	S	10	E
43-007-30837-00-00	DALLIN 32-615	Gas Well	APD	32	13	S	9	E
43-047-34551-00-00	FED 43-24-3 #1	Gas Well	APD	24	10	S	17	E
43-047-33982-00-00	FEDERAL 12-17 #1	Gas Well	APD	17	10	S	18	E
43-047-34471-00-00	FEDERAL 12-29-7 1	Gas Well	APD	29	9	S	19	E
43-047-34472-00-00	FEDERAL 31-31-6 1	Gas Well	APD	31	9	S	19	E
43-007-30864-00-00	MCKENDRICK 29-548	Gas Well	APD	29	14	S	10	E
43-015-30512-00-00	PPCO 19-379	Gas Well	APD	19	16	S	9	E
43-015-30515-00-00	PPCO 24-562	Gas Well	APD	24	16	S	8	E
43-015-30548-00-00	PPCO 30-605	Gas Well	APD	30	16	S	9	E
43-007-30888-00-00	PRICE 32-438	Gas Well	APD	32	14	S	10	E
43-007-30813-00-00	RITZAKIS 33-514	Gas Well	APD	33	13	S	9	E
43-007-30766-00-00	RITZAKIS 33-516	Gas Well	APD	33	13	S	9	E
43-007-30838-00-00	ROWLEY 32-616	Gas Well	APD	32	13	S	9	E
43-007-30863-00-00	SCHMIDT 29-531	Gas Well	APD	29	14	S	10	E
43-007-30797-00-00	SEELY 15-498	Gas Well	APD	15	14	S	8	E
43-007-30798-00-00	SEELY 15-499	Gas Well	APD	15	14	S	8	E
43-007-30799-00-00	SEELY 15-500	Gas Well	APD	15	14	S	8	E
43-007-30796-00-00	SEELY 22-492	Gas Well	APD	22	14	S	8	E
43-007-30801-00-00	SEELY 22-502	Gas Well	APD	22	14	S	8	E
43-007-30802-00-00	SEELY 22-503	Gas Well	APD	22	14	S	8	E
43-007-30711-00-00	USA 09-452	Gas Well	APD	9	15	S	8	E
43-015-30351-00-00	USA 11-313	Gas Well	APD	11	16	S	9	E
43-015-30398-00-00	USA 12-385	Gas Well	APD	12	16	S	9	E
43-015-30409-00-00	USA 12-426	Gas Well	APD	12	16	S	9	E
43-007-30805-00-00	USA 14-490	Gas Well	APD	14	14	S	8	E
43-007-30806-00-00	USA 14-491	Gas Well	APD	14	14	S	8	E
43-007-30676-00-00	USA 15-421	Gas Well	APD	15	15	S	8	E
43-015-30417-00-00	USA 21-427	Gas Well	APD	21	16	S	9	E
43-015-30416-00-00	USA 21-428	Gas Well	APD	21	16	S	9	E
43-015-30415-00-00	USA 21-429	Gas Well	APD	21	16	S	9	E
43-007-30515-00-00	USA 31-309	Gas Well	APD	31	15	S	10	E
43-007-30835-00-00	USA 33-515	Gas Well	APD	33	13	S	9	E
43-007-30836-00-00	USA 33-624	Gas Well	APD	33	13	S	9	E
43-007-30803-00-00	USA 34-518	Gas Well	APD	34	14	S	8	E
43-007-30478-00-00	UTAH 05-224	Gas Well	APD	5	15	S	9	E
43-015-30411-00-00	UTAH 16-365	Gas Well	APD	16	16	S	9	E
43-015-30412-00-00	UTAH 16-366	Gas Well	APD	16	16	S	9	E
43-015-30413-00-00	UTAH 16-430	Gas Well	APD	16	16	S	9	E
43-015-30299-00-00	UTAH 18-374	Gas Well	APD	18	16	S	9	E
43-015-30420-00-00	UTAH 19-377	Gas Well	APD	19	16	S	9	E
43-015-30492-00-00	UTAH 19-378	Gas Well	APD	19	16	S	9	E
43-007-30891-00-00	UTAH 19-533	Gas Well	APD	19	14	S	10	E
43-015-30414-00-00	UTAH 20-381	Gas Well	APD	20	16	S	9	E
43-015-30421-00-00	UTAH 20-382	Gas Well	APD	20	16	S	9	E
43-015-30518-00-00	UTAH 25-576	Gas Well	APD	25	16	S	8	E
43-015-30539-00-00	UTAH 25-578	Gas Well	APD	25	16	S	8	E
43-015-30540-00-00	UTAH 25-579	Gas Well	APD	25	16	S	8	E
43-007-30817-00-00	UTAH 25-618	Gas Well	APD	25	13	S	9	E
43-015-30543-00-00	UTAH 26-582	Gas Well	APD	26	16	S	8	E
43-015-30547-00-00	UTAH 29-608	Gas Well	APD	29	16	S	9	E
43-007-30889-00-00	UTAH 32-128	Gas Well	APD	32	14	S	10	E
43-007-30814-00-00	UTAH 35-506	Gas Well	APD	35	13	S	9	E

Utah Well List as of 12/26/02

API Well Number	Well Name	Well Type	Well Status	Sec	Twpn	Twpcd	Rngn	Rngd
43-047-33750-00-00	FEDERAL 34-29	Gas Well	P	29	9	S	19	E
43-007-30782-00-00	GAROFOLA 26-482	Gas Well	P	26	15	S	8	E
43-007-30335-00-00	GIACOLETTO 11-113	Gas Well	P	11	14	S	9	E
43-007-30407-00-00	GIACOLETTO 13-120	Gas Well	P	13	14	S	9	E
43-007-30345-00-00	GIACOLETTO 14-121	Gas Well	P	14	14	S	9	E
43-007-30487-00-00	HELPER & ASSOC 07-307	Gas Well	P	7	15	S	9	E
43-007-30459-00-00	HELPER & ASSOC 18-236	Gas Well	P	18	15	S	9	E
43-007-30720-00-00	HELPER & ASSOC 18-308	Gas Well	P	18	15	S	9	E
43-007-30412-00-00	HELPER & ASSOC 8-232	Gas Well	P	8	15	S	9	E
43-007-30258-00-00	HELPER & ASSOCIATES 7-84	Gas Well	P	7	15	S	9	E
43-007-30588-00-00	JENSEN 16-132	Gas Well	P	16	15	S	10	E
43-007-30420-00-00	KAKATSIDES 31-197	Gas Well	P	31	14	S	9	E
43-007-30296-00-00	LDS 17-133	Gas Well	P	17	15	S	10	E
43-007-30323-00-00	PAAR 16-146	Gas Well	P	16	14	S	9	E
43-047-34286-00-00	PETES WASH 23-12 #1	Gas Well	P	12	10	S	17	E
43-007-30748-00-00	PIERUCCI 25-461	Gas Well	P	25	15	S	8	E
43-007-30749-00-00	PIERUCCI 25-462	Gas Well	P	25	15	S	8	E
43-007-30754-00-00	PIERUCCI 26-463	Gas Well	P	26	15	S	8	E
43-007-30755-00-00	PIERUCCI 26-464	Gas Well	P	26	15	S	8	E
43-007-30745-00-00	PIERUCCI 26-481	Gas Well	P	26	15	S	8	E
43-007-30117-00-00	PINNACLE PEAK 19-171	Gas Well	P	19	14	S	9	E
43-007-30845-00-00	PMC 10-526	Gas Well	P	10	15	S	8	E
43-007-30282-00-00	POWELL 19-104	Gas Well	P	19	15	S	10	E
43-007-30283-00-00	POWELL 19-105	Gas Well	P	19	15	S	10	E
43-007-30346-00-00	POWELL 30-173	Gas Well	P	30	15	S	10	E
43-015-30279-00-00	PPCO 10-557	Gas Well	P	10	16	S	8	E
43-015-30494-00-00	PPCO 15-555	Gas Well	P	15	16	S	8	E
43-007-30211-00-00	PRETTYMAN 10-15-34	Gas Well	P	10	14	S	9	E
43-007-30340-00-00	PRETTYMAN 11-114	Gas Well	P	11	14	S	9	E
43-007-30653-00-00	RGC 21-331	Gas Well	P	21	15	S	9	E
43-007-30743-00-00	RGC 21-332	Gas Well	P	21	15	S	9	E
43-007-30747-00-00	RGC 25-460	Gas Well	P	25	15	S	8	E
43-007-30559-00-00	RGC 28-318	Gas Well	P	28	15	S	9	E
43-007-30518-00-00	RGC 28-319	Gas Well	P	28	15	S	9	E
43-007-30509-00-00	RITZAKIS 03-408	Gas Well	P	3	14	S	9	E
43-007-30473-00-00	RITZAKIS 5-304	Gas Well	P	5	14	S	9	E
43-007-30474-00-00	RITZAKIS 5-305	Gas Well	P	5	14	S	9	E
43-007-30475-00-00	RITZAKIS 8-298	Gas Well	P	8	14	S	9	E
43-007-30479-00-00	RITZAKIS 8-299	Gas Well	P	8	14	S	9	E
43-007-30476-00-00	RITZAKIS 8-300	Gas Well	P	8	14	S	9	E
43-007-30374-00-00	ROBERTSON 32-127	Gas Well	P	32	14	S	10	E
43-007-30610-00-00	SAMPINOS 16-131	Gas Well	P	16	15	S	10	E
43-007-30723-00-00	SAMPINOS 16-454	Gas Well	P	16	15	S	10	E
43-007-30765-00-00	SAMPINOS 16-521	Gas Well	P	16	15	S	10	E
43-007-30800-00-00	SEELY 22-501	Gas Well	P	22	14	S	8	E
43-007-30130-00-00	ST OF UT 25-9-1	Gas Well	P	25	14	S	9	E
43-007-30142-00-00	ST OF UT 36-3-4	Gas Well	P	36	14	S	9	E
43-007-30116-00-00	STELLA-HAMAKER 10-174	Gas Well	P	10	15	S	8	E
43-007-30746-00-00	TABOR 23-468	Gas Well	P	23	15	S	8	E
43-007-30319-00-00	TELONIS 15-142	Gas Well	P	15	14	S	9	E
43-007-30322-00-00	TELONIS 16-145	Gas Well	P	16	14	S	9	E
43-007-30300-00-00	TELONIS 19-150	Gas Well	P	19	14	S	9	E
43-007-30299-00-00	TELONIS 19-151	Gas Well	P	19	14	S	9	E
43-007-30327-00-00	TELONIS 20-152	Gas Well	P	20	14	S	9	E

Utah Well List as of 12/26/02

API Well Number	Well Name	Well Type	Well Status	Sec	Twpn	Twpd	Rngn	Rngd
43-007-30631-00-00	USA 13-419	Gas Well	P	13	15	S	8	E
43-007-30707-00-00	USA 13-447	Gas Well	P	13	14	S	8	E
43-007-30706-00-00	USA 13-470	Gas Well	P	13	14	S	8	E
43-007-30789-00-00	USA 13-474	Gas Well	P	13	14	S	8	E
43-007-30790-00-00	USA 13-475	Gas Well	P	13	14	S	8	E
43-007-30568-00-00	USA 13-91	Gas Well	P	13	14	S	9	E
43-007-30404-00-00	USA 14-122	Gas Well	P	14	14	S	9	E
43-015-30418-00-00	USA 1-425	Gas Well	P	1	16	S	9	E
43-007-30579-00-00	USA 14-325	Gas Well	P	14	15	S	8	E
43-007-30634-00-00	USA 14-386	Gas Well	P	14	15	S	8	E
43-007-30646-00-00	USA 14-416	Gas Well	P	14	15	S	8	E
43-007-30647-00-00	USA 14-417	Gas Well	P	14	15	S	8	E
43-007-30791-00-00	USA 14-476	Gas Well	P	14	14	S	8	E
43-007-30792-00-00	USA 14-477	Gas Well	P	14	14	S	8	E
43-007-30529-00-00	USA 14-74	Gas Well	P	14	14	S	9	E
43-007-30263-00-00	USA 14-75	Gas Well	P	14	14	S	9	E
43-007-30450-00-00	USA 15-176	Gas Well	P	15	14	S	9	E
43-007-30423-00-00	USA 15-177	Gas Well	P	15	14	S	9	E
43-007-30690-00-00	USA 15-420	Gas Well	P	15	15	S	8	E
43-007-30691-00-00	USA 15-422	Gas Well	P	15	15	S	8	E
43-007-30264-00-00	USA 15-88	Gas Well	P	15	14	S	9	E
43-007-30422-00-00	USA 17-179	Gas Well	P	17	14	S	9	E
43-007-30622-00-00	USA 17-180A	Gas Well	P	17	14	S	9	E
43-007-30618-00-00	USA 18-181	Gas Well	P	18	14	S	9	E
43-007-30417-00-00	USA 18-182	Gas Well	P	18	14	S	9	E
43-007-30619-00-00	USA 18-435	Gas Well	P	18	14	S	9	E
43-007-30393-00-00	USA 19-222	Gas Well	P	19	15	S	10	E
43-007-30392-00-00	USA 19-73	Gas Well	P	19	15	S	10	E
43-007-30448-00-00	USA 20-287	Gas Well	P	20	15	S	10	E
43-007-30451-00-00	USA 20-288	Gas Well	P	20	15	S	10	E
43-007-30590-00-00	USA 20-398	Gas Well	P	20	15	S	10	E
43-007-30591-00-00	USA 20-399	Gas Well	P	20	15	S	10	E
43-007-30424-00-00	USA 21-184	Gas Well	P	21	14	S	9	E
43-007-30425-00-00	USA 21-35	Gas Well	P	21	14	S	9	E
43-007-30426-00-00	USA 22-185	Gas Well	P	22	14	S	9	E
43-007-30477-00-00	USA 22-186	Gas Well	P	22	14	S	9	E
43-007-30700-00-00	USA 22-466	Gas Well	P	22	15	S	8	E
43-007-30611-00-00	USA 23-423	Gas Well	P	23	14	S	8	E
43-007-30650-00-00	USA 23-445	Gas Well	P	23	15	S	8	E
43-007-30704-00-00	USA 23-451	Gas Well	P	23	15	S	8	E
43-007-30503-00-00	USA 23-467	Gas Well	P	23	15	S	8	E
43-007-30793-00-00	USA 23-478	Gas Well	P	23	14	S	8	E
43-007-30794-00-00	USA 23-479	Gas Well	P	23	14	S	8	E
43-007-30795-00-00	USA 23-480	Gas Well	P	23	14	S	8	E
43-007-30469-00-00	USA 24-183	Gas Well	P	24	14	S	8	E
43-007-30612-00-00	USA 24-387	Gas Well	P	24	14	S	8	E
43-007-30613-00-00	USA 24-388	Gas Well	P	24	14	S	8	E
43-007-30651-00-00	USA 24-443	Gas Well	P	24	15	S	8	E
43-007-30648-00-00	USA 24-444	Gas Well	P	24	15	S	8	E
43-007-30708-00-00	USA 24-446	Gas Well	P	24	14	S	8	E
43-007-30652-00-00	USA 24-448	Gas Well	P	24	15	S	8	E
43-007-30705-00-00	USA 24-449	Gas Well	P	24	15	S	8	E
43-007-30505-00-00	USA 25-459	Gas Well	P	25	15	S	8	E
43-007-30614-00-00	USA 26-393	Gas Well	P	26	14	S	8	E

Utah Well List as of 12/26/02

API Well Number	Well Name	Well Type	Well Status	Sec	Twpn	Twpd	Rngn	Rngd
43-007-30430-00-00	UTAH 06-223	Gas Well	P	6	15	S	9	E
43-007-30562-00-00	UTAH 06-330	Gas Well	P	6	15	S	9	E
43-007-30716-00-00	UTAH 06-483	Gas Well	P	6	15	S	9	E
43-007-30409-00-00	UTAH 07-234	Gas Well	P	7	15	S	9	E
43-007-30421-00-00	UTAH 07-235	Gas Well	P	7	15	S	9	E
43-007-30411-00-00	UTAH 08-231	Gas Well	P	8	15	S	9	E
43-007-30488-00-00	UTAH 08-233	Gas Well	P	8	15	S	9	E
43-015-30464-00-00	UTAH 08-354	Gas Well	P	8	16	S	9	E
43-015-30378-00-00	UTAH 08-355	Gas Well	P	8	16	S	9	E
43-015-30379-00-00	UTAH 08-356	Gas Well	P	8	16	S	9	E
43-015-30380-00-00	UTAH 08-357	Gas Well	P	8	16	S	9	E
43-007-30449-00-00	UTAH 09-227	Gas Well	P	9	15	S	9	E
43-007-30561-00-00	UTAH 09-329	Gas Well	P	9	15	S	9	E
43-015-30300-00-00	UTAH 09-358	Gas Well	P	9	16	S	9	E
43-015-30407-00-00	UTAH 09-359	Gas Well	P	9	16	S	9	E
43-015-30397-00-00	UTAH 09-360	Gas Well	P	9	16	S	9	E
43-015-30408-00-00	UTAH 09-361	Gas Well	P	9	16	S	9	E
43-007-30580-00-00	UTAH 09-412	Gas Well	P	9	15	S	10	E
43-007-30605-00-00	UTAH 09-413	Gas Well	P	9	15	S	10	E
43-007-30657-00-00	UTAH 09-450	Gas Well	P	9	15	S	10	E
43-007-30722-00-00	UTAH 09-453	Gas Well	P	9	15	S	10	E
43-007-30302-00-00	UTAH 10-01-36	Gas Well	P	10	15	S	9	E
43-007-30298-00-00	UTAH 10-219	Gas Well	P	10	15	S	9	E
43-007-30432-00-00	UTAH 10-220	Gas Well	P	10	15	S	9	E
43-007-30303-00-00	UTAH 10-221	Gas Well	P	10	15	S	9	E
43-007-30228-00-00	UTAH 11-50	Gas Well	P	11	15	S	9	E
43-007-30229-00-00	UTAH 11-51	Gas Well	P	11	15	S	9	E
43-007-30230-00-00	UTAH 11-52	Gas Well	P	11	15	S	9	E
43-007-30231-00-00	UTAH 11-53	Gas Well	P	11	15	S	9	E
43-007-30467-00-00	UTAH 1-209	Gas Well	P	1	15	S	8	E
43-007-30210-00-00	UTAH 12-15-37	Gas Well	P	12	15	S	9	E
43-007-30232-00-00	UTAH 12-54	Gas Well	P	12	15	S	9	E
43-007-30233-00-00	UTAH 12-55	Gas Well	P	12	15	S	9	E
43-007-30234-00-00	UTAH 12-56	Gas Well	P	12	15	S	9	E
43-015-30493-00-00	UTAH 13-376	Gas Well	P	13	16	S	8	E
43-015-30301-00-00	UTAH 13-550	Gas Well	P	13	16	S	8	E
43-007-30243-00-00	UTAH 13-65	Gas Well	P	13	15	S	9	E
43-007-30244-00-00	UTAH 13-66	Gas Well	P	13	15	S	9	E
43-007-30245-00-00	UTAH 13-67	Gas Well	P	13	15	S	9	E
43-007-30246-00-00	UTAH 13-68	Gas Well	P	13	15	S	9	E
43-007-30439-00-00	UTAH 13-92	Gas Well	P	13	14	S	9	E
43-007-30220-00-00	UTAH 1-42	Gas Well	P	1	15	S	9	E
43-007-30221-00-00	UTAH 1-43	Gas Well	P	1	15	S	9	E
43-007-30222-00-00	UTAH 1-44	Gas Well	P	1	15	S	9	E
43-007-30223-00-00	UTAH 1-45	Gas Well	P	1	15	S	9	E
43-015-30330-00-00	UTAH 14-551	Gas Well	P	14	16	S	8	E
43-015-30331-00-00	UTAH 14-552	Gas Well	P	14	16	S	8	E
43-007-30239-00-00	UTAH 14-61	Gas Well	P	14	15	S	9	E
43-007-30240-00-00	UTAH 14-62	Gas Well	P	14	15	S	9	E
43-007-30241-00-00	UTAH 14-63	Gas Well	P	14	15	S	9	E
43-007-30242-00-00	UTAH 14-64	Gas Well	P	14	15	S	9	E
43-015-30334-00-00	UTAH 15-553	Gas Well	P	15	16	S	8	E
43-007-30416-00-00	UTAH 17-101	Gas Well	P	17	15	S	10	E
43-007-30277-00-00	UTAH 17-102	Gas Well	P	17	15	S	10	E

Utah Well List as of 12/26/02

API Well Number	Well Name	Well Type	Well Status	Sec	Twpn	Twpd	Rngn	Rngd
43-007-30255-00-00	UTAH 24-80	Gas Well	P	24	15	S	9	E
43-007-30256-00-00	UTAH 24-81	Gas Well	P	24	15	S	9	E
43-007-30267-00-00	UTAH 24-86	Gas Well	P	24	15	S	9	E
43-007-30375-00-00	UTAH 24-87	Gas Well	P	24	15	S	9	E
43-007-30227-00-00	UTAH 2-49	Gas Well	P	2	15	S	9	E
43-007-30157-00-00	UTAH 25-11-7	Gas Well	P	25	14	S	9	E
43-007-30399-00-00	UTAH 25-134	Gas Well	P	25	15	S	9	E
43-007-30400-00-00	UTAH 25-252	Gas Well	P	25	15	S	9	E
43-007-30401-00-00	UTAH 25-253	Gas Well	P	25	15	S	9	E
43-007-30402-00-00	UTAH 25-254	Gas Well	P	25	15	S	9	E
43-007-30600-00-00	UTAH 25-389	Gas Well	P	25	14	S	8	E
43-007-30599-00-00	UTAH 25-390	Gas Well	P	25	14	S	8	E
43-007-30658-00-00	UTAH 25-391	Gas Well	P	25	14	S	8	E
43-007-30602-00-00	UTAH 25-392	Gas Well	P	25	14	S	8	E
43-007-30206-00-00	UTAH 25-4-33	Gas Well	P	25	14	S	9	E
43-015-30519-00-00	UTAH 25-577	Gas Well	P	25	16	S	8	E
43-007-30156-00-00	UTAH 25-7-6	Gas Well	P	25	14	S	9	E
43-007-30204-00-00	UTAH 26-11-25	Gas Well	P	26	14	S	9	E
43-007-30205-00-00	UTAH 26-1-23	Gas Well	P	26	14	S	9	E
43-007-30181-00-00	UTAH 26-16-8	Gas Well	P	26	14	S	9	E
43-007-30446-00-00	UTAH 26-255	Gas Well	P	26	15	S	9	E
43-007-30445-00-00	UTAH 26-256	Gas Well	P	26	15	S	9	E
43-007-30444-00-00	UTAH 26-257	Gas Well	P	26	15	S	9	E
43-007-30514-00-00	UTAH 26-267	Gas Well	P	26	15	S	9	E
43-015-30541-00-00	UTAH 26-580	Gas Well	P	26	16	S	8	E
43-015-30542-00-00	UTAH 26-581	Gas Well	P	26	16	S	8	E
43-015-30544-00-00	UTAH 26-583	Gas Well	P	26	16	S	8	E
43-007-30202-00-00	UTAH 26-6-24	Gas Well	P	26	14	S	9	E
43-007-30395-00-00	UTAH 27-187	Gas Well	P	27	14	S	9	E
43-007-30292-00-00	UTAH 27-188	Gas Well	P	27	14	S	9	E
43-007-30457-00-00	UTAH 27-268	Gas Well	P	27	15	S	9	E
43-007-30458-00-00	UTAH 27-269	Gas Well	P	27	15	S	9	E
43-007-30712-00-00	UTAH 27-457	Gas Well	P	27	14	S	8	E
43-007-30714-00-00	UTAH 27-458	Gas Well	P	27	14	S	8	E
43-007-30777-00-00	UTAH 27-520	Gas Well	P	27	14	S	8	E
43-015-30545-00-00	UTAH 27-584	Gas Well	P	27	16	S	8	E
43-007-30193-00-00	UTAH 27-8-29	Gas Well	P	27	14	S	9	E
43-007-30186-00-00	UTAH 27-9-30	Gas Well	P	27	14	S	9	E
43-007-30396-00-00	UTAH 28-189	Gas Well	P	28	14	S	9	E
43-007-30397-00-00	UTAH 28-190	Gas Well	P	28	14	S	9	E
43-007-30293-00-00	UTAH 28-191	Gas Well	P	28	14	S	9	E
43-007-30294-00-00	UTAH 28-192	Gas Well	P	28	14	S	9	E
43-007-30551-00-00	UTAH 28-320	Gas Well	P	28	15	S	9	E
43-007-30560-00-00	UTAH 28-321	Gas Well	P	28	15	S	9	E
43-007-30405-00-00	UTAH 29-193	Gas Well	P	29	14	S	9	E
43-007-30427-00-00	UTAH 29-194	Gas Well	P	29	14	S	9	E
43-007-30739-00-00	UTAH 29-339	Gas Well	P	29	15	S	9	E
43-007-30740-00-00	UTAH 29-340	Gas Well	P	29	15	S	9	E
43-007-30741-00-00	UTAH 29-341	Gas Well	P	29	15	S	9	E
43-007-30742-00-00	UTAH 29-342	Gas Well	P	29	15	S	9	E
43-007-30262-00-00	UTAH 30-125	Gas Well	P	30	14	S	10	E
43-007-30185-00-00	UTAH 30-13-14	Gas Well	P	30	14	S	10	E
43-007-30265-00-00	UTAH 30-195	Gas Well	P	30	14	S	9	E
43-007-30344-00-00	UTAH 30-196	Gas Well	P	30	14	S	9	E

Utah Well List as of 12/26/02

API Well Number	Well Name	Well Type	Well Status	Sec	Twprn	Twprd	Rngn	Rngd
43-007-30178-00-00	UTAH 36-1-2	Gas Well	P	36	14	S	9	E
43-007-30341-00-00	UTAH 36-135	Gas Well	P	36	15	S	9	E
43-007-30343-00-00	UTAH 36-136	Gas Well	P	36	15	S	9	E
43-007-30342-00-00	UTAH 36-137	Gas Well	P	36	15	S	9	E
43-007-30315-00-00	UTAH 36-162	Gas Well	P	36	14	S	8	E
43-007-30316-00-00	UTAH 36-163	Gas Well	P	36	14	S	8	E
43-007-30317-00-00	UTAH 36-164	Gas Well	P	36	14	S	8	E
43-007-30318-00-00	UTAH 36-165	Gas Well	P	36	14	S	8	E
43-007-30144-00-00	UTAH 36-9-5	Gas Well	P	36	14	S	9	E
43-015-30341-00-00	UTAH 4-280	Gas Well	P	4	16	S	9	E
43-015-30342-00-00	UTAH 4-282	Gas Well	P	4	16	S	9	E
43-007-30384-00-00	UTAH 5-205	Gas Well	P	5	15	S	9	E
43-007-30269-00-00	UTAH 5-94	Gas Well	P	5	15	S	10	E
43-007-30270-00-00	UTAH 5-95	Gas Well	P	5	15	S	10	E
43-007-30271-00-00	UTAH 5-96	Gas Well	P	5	15	S	10	E
43-007-30217-00-00	UTAH 6-38	Gas Well	P	6	15	S	10	E
43-007-30218-00-00	UTAH 6-39	Gas Well	P	6	15	S	10	E
43-007-30219-00-00	UTAH 6-40	Gas Well	P	6	15	S	10	E
43-007-30254-00-00	UTAH 6-41	Gas Well	P	6	15	S	10	E
43-007-30235-00-00	UTAH 7-57	Gas Well	P	7	15	S	10	E
43-007-30236-00-00	UTAH 7-58	Gas Well	P	7	15	S	10	E
43-007-30237-00-00	UTAH 7-59	Gas Well	P	7	15	S	10	E
43-007-30238-00-00	UTAH 7-60	Gas Well	P	7	15	S	10	E
43-007-30275-00-00	UTAH 8-100	Gas Well	P	8	15	S	10	E
43-007-30410-00-00	UTAH 8-230	Gas Well	P	8	15	S	9	E
43-007-30272-00-00	UTAH 8-97	Gas Well	P	8	15	S	10	E
43-007-30285-00-00	UTAH 8-98X	Gas Well	P	8	15	S	10	E
43-007-30274-00-00	UTAH 8-99	Gas Well	P	8	15	S	10	E
43-007-30413-00-00	UTAH 9-228	Gas Well	P	9	15	S	9	E
43-007-30414-00-00	UTAH 9-229	Gas Well	P	9	15	S	9	E
43-007-30279-00-00	WILLIAMS 30-78	Gas Well	P	30	14	S	10	E
43-007-30481-00-00	WOOLSTENHULME 05-266	Gas Well	P	5	15	S	10	E
43-015-30250-00-00	UTAH 16-110	Gas Well	Shut_In	16	16	S	9	E



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Eastern States Office
7450 Boston Boulevard
Springfield, Virginia 22153

IN REPLY REFER TO
3106.8(932.34)WF

January 16, 2003

NOTICE

ConocoPhillips Company : Oil & Gas Leases
P.O. Box 7500 :
Bartlesville, Oklahoma 74005 :

Merger/Name Change Recognized

Acceptable evidence was received in this office on January 14, 2003, concerning the change of name of Phillips Petroleum Company to **ConocoPhillips Company** and the merger of **Conoco Incorporated** into **ConocoPhillips Company** on Federal oil and gas leases, with **ConocoPhillips Company being the surviving entity.**

The Secretary of the State of Delaware certified the effective date of this merger effective December 31, 2002.

The oil and gas lease files identified on the enclosed exhibit have been noted to the merger. The exhibit was compiled from a list of leases obtained from your list of leases. Eastern States has not abstracted the lease files to determine if the entities affected by this merger hold an interest in the leases identified nor have we attempted to identify leases where the entities are the operator on the ground maintaining no vested record title or operating rights interest. We are notifying the Minerals Management Service and all applicable Bureau of Land Management offices of this merger and name change by a copy of this notice. If additional documentation for changes of operator are required by our Field Offices, you will be contacted by them.

If you identify other leases in which the merging entity maintain an interest, please contact this office and we will appropriately document those files with a copy of this Notice.

By Operation of law the name of the principal on Nationwide Oil and Gas Bond held by Conoco Incorporated (ES0085) has been changed to ConocoPhillips Company.

If you have any questions, please contact Bill Forbes at 703-440-1536.

S/ Wilbert B. Forbes

Wilbert B. Forbes
Land Law Examiner
Branch of Use Authorization
Division of Resources Planning, Use
and Protection

bc: JFO, BLM State Offices, MMS, ES RF, 930 RF, ES-932:
Bforbes:wbf:01/16/03:440-1536/ConocoPhillips Co

OPERATOR CHANGE WORKSHEET

ROUTING

1. GLH
2. CDW
3. FILE

Change of Operator (Well Sold)

Designation of Agent/Operator

Operator Name Change

X Merger

The operator of the well(s) listed below has changed, effective:		12-31-02
FROM: (Old Operator):		TO: (New Operator):
PHILLIPS PETROLEUM COMPANY		CONOCOPHILLIPS COMPANY
Address: 980 PLAZA OFFICE		Address: P O BOX 2197, WL3 4066
BARTLESVILLE, OK 74004		HOUSTON, TX 77252
Phone: 1-(918)-661-4415		Phone: 1-(832)-486-2329
Account No. N1475		Account No. N2335

CA No.

Unit:

WELL(S)						
NAME	SEC TWN RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
PIERUCCI 25-462 (CA UTU-79886)	25-15S-08E	43-007-30749	13265	FEE	GW	P
PIERUCCI 26-481	26-15S-08E	43-007-30745	13356	FEE	GW	P
PIERUCCI 26-464	26-15S-08E	43-007-30755	13313	FEE	GW	P
GAROFOLA 26-482 (CA UTU-79942)	26-15S-08E	43-007-30782	13358	FEE	GW	P
PIERUCCI 26-463	26-15S-08E	43-007-30754	13549	FEE	GW	P
ANR 27-690	27-15S-08E	43-007-30879	99999	FEE	GW	NEW
ANR 27-689	27-15S-08E	43-007-30880	99999	FEE	GW	NEW
UTAH 05-224	05-15S-09E	43-007-30478	99999	STATE	GW	APD
UTAH M-3	18-15S-09E	43-007-30840	11256	STATE	GW	DRL
UTAH 19-496	19-15S-09E	43-007-30730	13310	STATE	GW	P
UTAH 19-497	19-15S-09E	43-007-30731	13304	STATE	GW	P
UTAH 20-336	20-15S-09E	43-007-30738	13140	STATE	GW	P
UTAH 20-333	20-15S-09E	43-007-30669	12913	STATE	GW	P
RGC 21-332	21-15S-09E	43-007-30743	13114	FEE	GW	P
UTAH 21-401	21-15S-09E	43-007-30744	13281	STATE	GW	P
RGC 21-331	21-15S-09E	43-007-30653	13150	FEE	GW	P
RGC 25-460 (CA UTU-79761)	25-15S-09E	43-007-30747	13252	FEE	GW	P
UTAH 28-320	28-15S-09E	43-007-30551	13139	STATE	GW	P
RGC 28-318	28-15S-09E	43-007-30559	13118	FEE	GW	P
UTAH 28-321	28-15S-09E	43-007-30560	13113	STATE	GW	P

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

- (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 01/08/2003
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 01/08/2003
- The new company has been checked through the **Department of Commerce, Division of Corporations Database** on: 02/03/2003
- Is the new operator registered in the State of Utah: YES Business Number: 562960-0143
- If **NO**, the operator was contacted on: _____

6. (R649-9-2)Waste Management Plan has been received on: IN PLACE

7. **Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: 01/14/2003

8. **Federal and Indian Units:**

The BLM or BIA has approved the successor of unit operator for wells listed on: 01/14/2003

9. **Federal and Indian Communization Agreements ("CA"):**

The BLM or BIA has approved the operator for all wells listed within a CA on: 01/14/2003

10. **Underground Injection Control ("UIC")** The Division has approved UIC Form 5, **Transfer of Authority to Inject**, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: N/A

DATA ENTRY:

1. Changes entered in the **Oil and Gas Database** on: 02/12/2003
2. Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 02/12/2003
3. Bond information entered in RBDMS on: N/A
4. Fee wells attached to bond in RBDMS on: N/A

STATE WELL(S) BOND VERIFICATION:

1. State well(s) covered by Bond Number: 8140-60-24

FEDERAL WELL(S) BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: 8015-16-69

INDIAN WELL(S) BOND VERIFICATION:

1. Indian well(s) covered by Bond Number: N/A

FEE WELL(S) BOND VERIFICATION:

1. (R649-3-1) The **NEW** operator of any fee well(s) listed covered by Bond Number 6196922
2. The **FORMER** operator has requested a release of liability from their bond on: N/A
The Division sent response by letter on: N/A

LEASE INTEREST OWNER NOTIFICATION:

3. (R649-2-10) The **FORMER** operator of the fee wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: N/A

COMMENTS:

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

ORIGINAL

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, deepen existing wells, or to reenter plugged and abandoned wells.
Use APPLICATION FOR PERMIT TO DRILL OR DEEPEN form for such proposals.

1. Type of Well: OIL <input type="checkbox"/> GAS <input checked="" type="checkbox"/> OTHER:	5. Lease Designation and Serial Number: Private
2. Name of Operator: ConocoPhillips Company	6. If Indian, Allottee or Tribe Name: N/A
3. Address and Telephone Number: 6825 South 5300 West, P.O. Box 851, Price, UT 84501 (435) 613-9777	7. Unit Agreement Name: UTU67921X Drunkards Wash
4. Location of Well Footages: 1527' FSL, 285' FEL	8. Well Name and Number: Pierucci 26-464
QQ, Sec., T., R., M.: NE/SE, SEC. 26, T15S, R08E, SLB & M	9. API Well Number: 43-007-30755
	10. Field or Pool, or Wildcat: Drunkards Wash
	County: Carbon County
	State: Utah

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

NOTICE OF INTENT (Submit in Duplicate)	SUBSEQUENT REPORT (Submit Original Form Only)
<input type="checkbox"/> Abandon <input type="checkbox"/> Repair Casing <input type="checkbox"/> Change of Plans <input type="checkbox"/> Convert to Injection <input type="checkbox"/> Fracture Treat or Acidize <input type="checkbox"/> Multiple Completion <input type="checkbox"/> Other _____ Approximate date work will start _____	<input type="checkbox"/> Abandon * <input type="checkbox"/> Repair Casing <input type="checkbox"/> Change of Plans <input type="checkbox"/> Convert to Injection <input type="checkbox"/> Fracture Treat or Acidize <input checked="" type="checkbox"/> Other <u>Chemical/Flush Treatment</u> Date of work completion <u>06/23/2003</u> <small>Report results of Multiple Completions and Re Completions to different reservoirs on WELL COMPLETION OR RECOMPLETION REPORT AND LOG form. * Must be accompanied by a cement verification report.</small>
<input type="checkbox"/> New Construction <input type="checkbox"/> Pull or Alter Csg <input type="checkbox"/> Recomplete <input type="checkbox"/> Reperforate <input type="checkbox"/> Vent or Flare <input type="checkbox"/> Water Shut-Off	<input type="checkbox"/> New Construction <input type="checkbox"/> Pull or Alter Csg <input type="checkbox"/> Reperforate <input type="checkbox"/> Vent or Flare <input type="checkbox"/> Water Shut-Off

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)

Please be advised that the above referenced well was chemically treated with 4000 gallons of low Ph fluid & 200 gallons of 4% HCL on 06/23/2003.

13.

Name & Signature: Lynnette Allred  Title: SAP-Clerk Date: 06/27/2003

(This space for state use only)

RECEIVED
JUL 07 2003
DIV. OF OIL, GAS & MINING